



Westfield Holdings Overview

issued by
Westfield Holdings Limited
(ABN 66 001 671 496)

in relation to a proposal to staple the shares of Westfield Holdings Limited and the units of Westfield Trust and Westfield America Trust.

YOUR VOTE IS IMPORTANT

It is important that you vote on the resolutions to approve the Merger. If you are unable to attend the meetings of Westfield Shareholders in person you should complete and return the blue and red Proxy Forms which accompany this Westfield Holdings Overview.

IMPORTANT NOTICE

IF YOU HOLD UNITS IN WESTFIELD TRUST AND/OR WESTFIELD AMERICA TRUST YOU WILL ALSO BE SENT A SEPARATE PACKAGE OF DOCUMENTS WHICH WILL CONTAIN ADDITIONAL INFORMATION. IT IS IMPORTANT THAT YOU RETAIN AND READ EACH PACKAGE OF DOCUMENTS YOU RECEIVE FROM WESTFIELD HOLDINGS LIMITED, WESTFIELD TRUST OR WESTFIELD AMERICA TRUST AS THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSAL, INCLUDING AN EXPLANATORY MEMORANDUM (WHICH WILL BE THE SAME IN EACH PACKAGE OF DOCUMENTS), NOTICES OF MEETINGS, PROXY FORMS, A SPECIAL NOTICE ABOUT THE SALE FACILITY AND SALE ELECTION FORMS.

This is an important document and requires your immediate attention. It should be read in its entirety. If you are in doubt as to what you should do, you should consult your investment, financial, taxation or other professional adviser.

WESTFIELD GROUP MERGER

WHAT IS THIS DOCUMENT?

This document ("Westfield Holdings Overview") is designed to provide Westfield Shareholders with:

- an overview of the proposed Merger involving the stapling of the shares of Westfield Holdings Limited ("Westfield") and the units of Westfield Trust ("WFT") and Westfield America Trust ("WFA");
- an outline of the action required by Westfield Shareholders; and
- an explanation of the key anticipated benefits and possible disadvantages of the Merger for Westfield Shareholders.

Also accompanying this document is a Special Notice about the Sale Facility, which contains important information about the Sale Facility as well as the Sale Election Form.

This document is to be read with the Explanatory Memorandum which describes the Merger in greater detail and which has been sent to all Westfield Shareholders, WFT Members and WFA Members. This Overview and the Explanatory Memorandum is also a prospectus and product disclosure statement for the purposes of the Corporations Act.

This Westfield Holdings Overview is dated 25 May 2004 and is issued by Westfield.

DEFINED TERMS

Capitalised terms are defined in the Glossary in section 12 of the Explanatory Memorandum.

In this Westfield Holdings Overview and the accompanying Explanatory Memorandum, the term "Merger" or "Merged" is used to describe the proposal to "staple" Westfield Shares, WFT Units and WFA Units so that they will be traded together on the ASX as a single Stapled Security under the name of Westfield Group. Each of the three Westfield Entities will remain in existence as separate legal entities and Westfield Shares, WFT Units and WFA Units will remain as separate assets.

IMPORTANT NOTICE

You should read the Explanatory Memorandum in conjunction with this Westfield Holdings Overview to assist you in considering the resolutions and determining how you wish to vote.

Please also immediately read the Special Notice about the Sale Facility and decide whether or not you wish to participate in the Sale Facility and, if so, the nature of your participation. It is very important that you understand the income tax implications of continuing to hold your Westfield Shares or participating in the Sale Facility referred to in the Special Notice about the Sale Facility. If not, you may suffer adverse tax consequences. You should contact your investment, financial, taxation or other professional adviser immediately to determine whether or not you should participate in the Sale Facility.

This Westfield Holdings Overview, the Explanatory Memorandum and the Special Notice about the Sale Facility are together the Explanatory Statement required by Part 5.1 of the Corporations Act in relation to the Share Scheme.

This document does not constitute investment, financial or tax advice. You should seek your own investment, financial, taxation and other professional advice on the Merger.

The information outlined in this document, the Explanatory Memorandum and the Special Notice about the Sale Facility does not take into account the investment objectives, financial situation, taxation position and needs of any particular Westfield Shareholder. It is important that you read this document, the Explanatory Memorandum and the Special Notice about the Sale Facility before making any voting or investment decision. In particular, in considering the prospects of the Westfield Group, it is important for you to consider the risk factors identified in section 3.11 of the Explanatory Memorandum that could affect the financial performance of the Westfield Group. Past performance is no indication of future performance. You should carefully consider these risk factors in light of your particular investment objectives, financial situation, taxation position and needs. If you are in any doubt on these matters, consult your investment, financial, taxation or other professional adviser before deciding how to vote on the Merger.

Please read all of the documents carefully before deciding how to vote on the resolutions to give effect to the Merger and complete and return the enclosed blue and red Proxy Forms if you are unable to attend the Meetings in person.

REGULATORY INFORMATION

This Westfield Holdings Overview, the Explanatory Memorandum and the Special Notice about the Sale Facility comprise the explanatory statement for the Share Scheme for the purposes of section 411(2) of the Corporations Act. A draft copy of this Westfield Holdings Overview, the Explanatory Memorandum and the Special Notice about the Sale Facility was provided to ASIC on 13 May 2004 in accordance with section 411(2) of the Corporations Act. ASIC has been requested to provide a statement in accordance with section 411(17)(b) of the Corporations Act that ASIC has no objection to the Share Scheme. If ASIC provides that statement, it will be produced at the Court Hearing.

A copy of this Westfield Holdings Overview, the Explanatory Memorandum and the Special Notice about the Sale Facility has been provided to the ASX. The fact that the ASX may agree to have the Stapled Securities quoted is not to be taken in any way as an indication of the merits of the Westfield Group or any of the Westfield Entities.

None of ASIC, the ASX or their respective officers takes any responsibility for the contents of this Westfield Holdings Overview, the Explanatory Memorandum or the Special Notice about the Sale Facility.

DISCLOSURE ABOUT FORWARD LOOKING STATEMENTS

This Westfield Holdings Overview and the Explanatory Memorandum include certain prospective financial information which has been based on current expectations about future events. The prospective financial information is, however, subject to risks, uncertainties and assumptions that could cause actual results to differ materially from the expectations described in such prospective financial information. Factors which may affect future financial performance include, among other things, those risks identified in section 3.11 of the Explanatory Memorandum, the assumptions not proving correct and other matters not currently known to, or considered material by Westfield or the Responsible Entities.

Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and deviations are both normal and to be expected. None of Westfield, the Responsible Entities, their respective officers and any person named in this Westfield Holdings Overview or the Explanatory Memorandum or any person involved in the preparation of this Westfield Holdings Overview or the Explanatory Memorandum makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement. You are cautioned not to place undue reliance on those statements.

The forward looking statements in this Westfield Holdings Overview and the Explanatory Memorandum reflect views held only as at the date of this document.

JURISDICTION

This Westfield Holdings Overview, the Explanatory Memorandum and the Special Notice about the Sale Facility do not in any way constitute an offer of securities in any place in which, or to any person to whom, it would not be lawful to make such an offer. None of this Westfield Holdings Overview, the Explanatory Memorandum or the Special Notice about the Sale Facility:

- is a prospectus within the meaning of the Hong Kong Companies Ordinance nor are any of them an advertisement, invitation or document subject to section 103(1) of the Hong Kong Securities and Futures Ordinance; or
- constitutes an offer of securities for sale in the United States and the securities may not be offered or sold in the United States absent registration or an exemption from registration. No offering of Securities will be made in the United States by the Westfield Group. United States Securityholders who are Foreign Securityholders will be deemed to have elected to receive the Cash Alternative in respect of all of their Westfield Shares (see section 1.13 of the Explanatory Memorandum).



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25 May 2004

Dear Member

As announced on 22 April 2004, it is proposed to merge Westfield Holdings Limited, Westfield Trust and Westfield America Trust into a single, internally-managed Group. The securities of the three entities will be “stapled” together and traded on the ASX as the “Westfield Group”.

The rationale behind the merger is all about growth and global opportunities. Increasingly, these opportunities require substantial financial capacity and a balance sheet larger than that of any one of the existing Westfield entities.

I believe there will be substantial benefits for the three entities and that it represents a “win, win, win” for investors in each of the entities in the short and long-term.

Under the current structure, Westfield Trust has a very high quality portfolio but its future growth is limited to the Australian and New Zealand markets. Westfield America Trust also has an excellent portfolio, but the high cost of capital relative to its competitors in the United States means its potential is also constrained.

Under the proposal, these constraints will be removed. Both entities will gain direct exposure to the UK market through Westfield Holdings’ shopping centre portfolio there and, potentially, other markets in the future. Both entities will also benefit from Westfield Holdings’ knowledge base and experience in the shopping centre business, its brand and its global operating platform.

For Westfield Holdings, the merger will create a global operating and financial structure to match global opportunities and achieve a greater balance between income and capital growth through direct exposure to the underlying property portfolios of Westfield Trust and Westfield America Trust.

The proposal will create an internally managed, vertically integrated Group combining ownership, development, design, construction, funds/asset management, property management, leasing and marketing of shopping centres on a global scale.

In summary, the merger will combine the financial strength and capabilities of each entity to provide the Group with the scale it needs to pursue growth opportunities internationally. It will create the largest listed retail property group in the world and the 8th largest entity on the Australian Stock Exchange, increasing Westfield’s profile in global financial markets.

Since the proposal was announced the investment market has viewed the merger favourably. The market capitalisation of the three entities on April 22 was approximately \$22 billion. This has increased to approximately \$25 billion today, following strong increases in the prices of securities in each of the Westfield entities. Over this period:

- The price of Westfield Holdings shares rose from \$13.96 to \$14.66;
- The price of Westfield Trust units rose from \$3.55 to \$4.24;
- The price of Westfield America Trust units rose from \$1.96 to 2.28.

Meetings of members of Westfield Holdings Limited will be held at 10.00 am on 25 June 2004 at Sydney Entertainment Centre, 35 Harbour Street, Darling Harbour, Sydney NSW to seek your approval to the proposed merger in the terms set out in the Notices of Meeting, Westfield Holdings Overview and Explanatory Memorandum which accompany this letter. The Explanatory Memorandum also includes a report from an independent expert, Grant Samuel & Associates Pty Limited which has concluded that the Merger is in the best interests of the shareholders of Westfield Holdings Limited.

Meetings of each of Westfield Trust and Westfield America Trust have also been called for 25 June 2004 for the purpose of members of those trusts considering the merger. For the merger to proceed, the requisite majorities of the members of each entity must vote in its favour.

The proposal has the unanimous support of the Directors of each of the Westfield entities who have recommended that members of each entity vote in favour of the proposal. The Lowy family wholeheartedly supports the proposal and remains committed to the Westfield Group.

Westfield was, and is, and always will be growth oriented. Over the years its capital structure has evolved and the proposed merger continues this evolution to adapt to a changing market place.

I have always been passionate about growth and this has always been at the heart of the board's strategy. I believe that this merger is consistent with that strategy.

I encourage you to vote in favour of the proposal and to attend the Westfield Holdings Limited meetings or, alternatively, to complete and return the enclosed proxy forms to Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 (facsimile: +612 8235 8220). Proxies must be received by 10.00 am (Sydney time) on 23 June 2004.

Yours sincerely



Frank P Lowy AC

Chairman

MERGER AT A GLANCE

What is the Merger?

The proposed Merger will combine Westfield, WFT and WFA by the stapling of their securities to form the Westfield Group.

The Merger does not require any cash from existing Westfield Shareholders.

What will I receive if the Merger proceeds?

Each Westfield Shareholder holding Westfield Shares on or about 12 July 2004 (the Stapling Record Date) will receive one Stapled Security for each Westfield Share held.

Each Stapled Security comprises one Westfield Share, one WFT Unit and one WFA Unit.

For example, if you hold 1,000 Westfield Shares on the Stapling Record Date you will hold 1,000 Stapled Securities after the Merger is implemented made up of your existing 1,000 Westfield Shares, 1,000 new units in WFT and 1,000 new units in WFA.

What distributions will I receive?

On 31 August 2004, Westfield will pay a dividend of 13.58 cents per Westfield Share (franked as to 50%) for the six month period ending 30 June 2004 to existing Westfield Shareholders on the register on or about 9 July 2004 (the Distribution Record Date). This dividend will be paid whether or not the Merger proceeds.

The first full year's distribution on the Stapled Securities after the Merger is implemented is forecast to be \$1.03 per Stapled Security for the year ending 30 June 2005. Distributions are forecast to increase to \$1.10 for the year ending 30 June 2006.

What do the Westfield Directors recommend?

The Westfield Directors have unanimously determined that the Merger is in the best interests of Westfield Shareholders and unanimously recommend that you vote in favour of the Merger and approve all of the resolutions.

The Independent Expert, Grant Samuel & Associates Pty Limited, has considered the Merger and concluded that the Merger is in the best interests of Westfield Shareholders.

What do I need to do?

Actions required of Westfield Shareholders are set out on the next page.

KEY DATES

Latest date for lodgment of Proxy Forms and Sale Election Forms	10.00 am on 23 June 2004
Meetings of Westfield Shareholders commence	10.00 am on 25 June 2004
Date on which the Court considers approval of the Share Scheme	1 July 2004
Date on which the Merger is expected to become effective	2 July 2004
Trading in Westfield Shares ceases	2 July 2004
Trading in Stapled Securities commences on a deferred settlement basis	5 July 2004
Date for determining entitlements to dividend of 13.58 cents per share for the six months to 30 June 2004 (Distribution Record Date)	9 July 2004
Date for determining entitlements to Stapled Securities (Stapling Record Date)	12 July 2004
Date on which Stapled Securities will be issued (Implementation Date)	16 July 2004
Normal trading in Stapled Securities commences	19 July 2004
Payment of dividend of 13.58 cents per share for the six months to 30 June 2004	31 August 2004

The dates following the date of the shareholders meetings are indicative only and are subject to the Court approval process, approval from the ASX and satisfaction of the Conditions to the Merger. Any changes to the above timetable will be notified on Westfield's website at www.westfield.com/groupmerger and announced to ASX.

ACTIONS REQUIRED OF WESTFIELD SHAREHOLDERS

Step 1: Read the documents in full

This document contains details of the Merger and sets out the key anticipated benefits and possible disadvantages of the Merger. The Explanatory Memorandum sets out more detail of the Merger, including the Independent Expert's Report and the taxation report. The Special Notice about the Sale Facility assists you to decide whether or not to participate in the Sale Facility.

This information is important. You should read this document, the Explanatory Memorandum and the Special Notice about the Sale Facility carefully and seek your own independent advice.

If you have any questions about your Westfield Shares or any matter contained in the documents, please contact the Westfield Information Line on 1300 766 010 (toll free within Australia) or +61 2 9240 7455 (from outside Australia) or visit Westfield's website at www.westfield.com/groupmerger

Step 2: Vote on the resolutions

It is very important that you vote on the resolutions to approve the Merger.

The Independent Expert, Grant Samuel & Associates Pty Limited, has considered the Merger and concluded that the Merger is in the best interests of Westfield Shareholders.

The Westfield Directors have unanimously determined that the Merger is in the best interests of Westfield Shareholders and unanimously recommend that you vote in favour of the Merger and approve all of the resolutions.

If you are unable to attend the meetings of Westfield Shareholders in person you should complete and return the enclosed blue and red Proxy Forms so as to be received before 10.00 am (Sydney time) on 23 June 2004.

Step 3: Decide if you want to participate in the Sale Facility

The Westfield Directors do not expect that many Westfield Shareholders will wish to participate in the Sale Facility. You do not need to participate in the Sale Facility to receive Stapled Securities, as it will happen automatically if the Merger is approved and you are a Westfield Shareholder on the Stapling Record Date (unless you are a Foreign Securityholder).

There may be some shareholders, however, particularly those whose shares are Pre CGT assets (generally those acquired prior to 20 September 1985, being the date Australian CGT rules became effective), who wish to sell those shares and receive in exchange Stapled Securities under the Exchange by Sale Alternative in the Sale Facility. Failure to do so may result in adverse tax consequences to them. You may wish to consult your professional adviser as to the acquisition date of your shares for Australian CGT purposes. If you do not participate in the Sale Facility, there will not be a disposal of your shares for Australian CGT purposes.

Some shareholders may prefer to sell their Westfield Shares and receive the cash proceeds instead of Stapled Securities if the Merger proceeds.

You may still vote on the Merger even if you sell your shares under the Sale Facility.

All Securityholders with registered addresses in, or who are citizens or residents of, countries outside of Australia, New Zealand, the United Kingdom and Hong Kong will be deemed to have elected to receive the Cash Alternative for all of their Westfield Shares unless Westfield otherwise determines (see section 1.13 of the Explanatory Memorandum).

The Westfield Directors do not make any recommendation as to whether you should make any election to participate in the Sale Facility, or as to the nature of your participation. Before deciding, you should carefully read the taxation report in section 7 of the Explanatory Memorandum and the accompanying Special Notice about the Sale Facility.

You should consult your investment, financial, taxation or other professional adviser as soon as possible to determine whether or not you should participate in the Sale Facility.

WHERE TO FIND INFORMATION ON THE MERGER

What will the Westfield Group look like if the Merger proceeds?

Following the Merger, the Westfield Group will be the largest retail property group in the world by equity market capitalisation. The Westfield Group will have investments in 123 shopping centres in Australia, New Zealand, the United States and the United Kingdom valued in excess of A\$34 billion. A more detailed description of the Westfield Group is set out in section 2 of the Explanatory Memorandum.

Summary financial information on the Westfield Group and forecast distributions are set out on pages 19 and 20 of this document. More detailed financial information on the Westfield Group is set out in section 3 of the Explanatory Memorandum. The Independent Accountant's reports on the financial information are set out in sections 4 and 5 of the Explanatory Memorandum.

Why is the Merger being proposed?

The background to and rationale for the Merger is described on pages 7 and 8 of this document and in section 1.1 of the Explanatory Memorandum.

What will you receive if the Merger proceeds?

If the Merger proceeds you will own Stapled Securities in the Westfield Group – see pages 8 and 9 of this document. Detailed information on the mechanics of the Merger for Westfield Shareholders is set out in sections 1.3 to 1.6 of the Explanatory Memorandum.

Things you may wish to consider in deciding how to vote

Your directors unanimously recommend that you vote in favour of the Merger.

Key anticipated benefits and possible disadvantages of the Merger are set out on pages 11 to 15 of this document.

What has the independent expert said?

The Independent Expert has considered the Merger and concluded that the Merger is in the best interests of Westfield Shareholders. The Independent Expert's report is set out in section 6 of the Explanatory Memorandum.

How is the Merger being implemented?

The Merger is being implemented by way of a Court approved scheme of arrangement for Westfield Shareholders together with amendments to the constitutions of Westfield, WFT and WFA. Details of how the Merger is being implemented are set out on pages 8 to 10 of this document and in section 1 of the Explanatory Memorandum.

What are the tax implications of the Merger?

Greenwoods & Freehills Pty Limited has provided a taxation report on the general Australian taxation consequences of the Merger – see section 7 of the Explanatory Memorandum.

What are the business risks of the Westfield Group?

Investment in Stapled Securities will be subject to general and specific business risks. Some of these business risks are explained in section 3.11 of the Explanatory Memorandum.

Where are the details of the resolutions to be passed by Westfield Shareholders?

The details of the resolutions to be passed by Westfield Shareholders can be found in the Notices of Meeting which are included at the back of this document. An explanation of those resolutions is contained in section 8 of the Explanatory Memorandum.

What is the Special Notice about the Sale Facility and the Sale Election Form?

You do not need to complete a Sale Election Form to receive Stapled Securities under the Merger as it will happen automatically if the Merger is approved (unless you are a Foreign Securityholder). However, because of individual circumstances, some Westfield Shareholders may wish to sell some or all of their existing shares for cash or in exchange for Stapled Securities (this may be particularly important for owners of Pre-CGT shares). Further information on the general Australian taxation implications of making an election to participate in the Sale Facility are set out in the taxation report in section 7 of the Explanatory Memorandum and in the accompanying Special Notice about the Sale Facility.

However, before deciding whether or not to participate in the Sale Facility, and if so, the nature of your participation, you should consult your investment, financial, taxation or other professional adviser immediately as your decision whether or not to participate may have important tax consequences, some of which may be adverse.

What other information is available?

Section 11 of the Explanatory Memorandum contains other information in relation to the Merger including a description of the proposed new constitution of Westfield and the changes to the constitutions of WFT and WFA, a summary of the Stapling Deed and Implementation Deed, details of the interests of directors and other statutory information.

If you have any further questions you can contact the Westfield Information Line on 1300 766 010 (toll free within Australia) or +61 2 9240 7455 (from outside Australia) or visit Westfield's website at www.westfield.com/groupmerger

SUMMARY OF THE MERGER

This section provides an overview of the Merger and what it means for Westfield Shareholders. Further details on how the Merger will be implemented are set out in section 1 of the Explanatory Memorandum.

OVERVIEW

On 22 April 2004, Westfield announced a proposal to Merge Westfield with WFT and WFA, Australia's two largest listed property trusts, to form the world's largest retail property group by equity market capitalisation. The Merger, if approved, is expected to be implemented on or about 16 July 2004 by the "stapling" of Westfield Shares to WFT Units and WFA Units to form Stapled Securities in what will become known as the Westfield Group. These new Stapled Securities will trade jointly as one security on the ASX.

BACKGROUND TO AND RATIONALE FOR THE MERGER

Westfield was established in 1979 as a successor to Westfield Development Corporation Limited which had been listed on the ASX since 1960. A corporate reorganisation in 1979 created two listed entities, Westfield Property Trust (relaunched as Westfield Trust in 1982) and Westfield Holdings Limited.

The intention at the time of the reorganisation was to provide property investors with the opportunity to invest in a retail property vehicle closely replicating direct ownership and generating rental income and capital returns. Construction, development and management activities, which typically incur higher risks but potentially higher returns, were undertaken by Westfield.

This model was replicated with the float of Westfield America Trust in 1996, which was the first listed property trust in Australia to invest solely in the United States. This model has facilitated significant growth of the group particularly over the past decade. In 1990 Westfield had A\$3.1 billion of assets under management which has grown to approximately A\$34 billion.

As at 19 May 2004, the share price of each of the entities has performed strongly since listing. Since its initial listing in 1960, Westfield has delivered a 30.9% compound annual investment return versus 10.9% for the All Ordinaries Index over the same period. WFT has delivered a 16.6% compound annual investment return since listing in 1982 versus 13.9% for the ASX/S&P 200 Property Trust Index and WFA a 19.0% compound annual investment return since listing in 1996 versus 13.4% for the ASX/S&P 200 Property Trust Index.

Over the past few years, the listed property trust sector has evolved substantially. Investors have demonstrated an increased willingness to accept the risks and opportunities associated with the construction, development and management of property where these risks are mitigated by a well diversified portfolio and an experienced management team. Investment in offshore property markets, particularly in the United States, has also become more widely accepted.

The Merger will continue the evolution of the Westfield Entities by creating an internally managed, vertically integrated, global property group combining ownership, development, design, construction, funds and asset management, property management, leasing and marketing of shopping centres on a global scale. The Westfield Group will have an enhanced ability to pursue major growth opportunities globally without being constrained by the investment mandates and cost of capital of the individual entities.

The Merger brings together WFT, with its premium portfolio of shopping centres in Australia and New Zealand and its strong balance sheet, WFA with its premium portfolio of shopping centres in the United States and its future growth potential and Westfield with its global operating platform, intellectual property, brand, portfolio of United Kingdom shopping centres, global growth opportunities and strong balance sheet.

The Westfield Group will continue to utilise Westfield's long standing operating strategy, brand franchise, intellectual property and global operating platform in order to maximise returns to investors whilst gaining exposure to a well diversified premium property portfolio.

If the Merger is implemented, the Westfield Group will be one of the few truly global property groups with investments in 123 shopping centres with approximately 19,700 retail outlets spread across Australia, New Zealand, the United States and the United Kingdom. The Westfield Group is expected to have an equity market capitalisation of over A\$24 billion, making it the eighth largest entity listed on the ASX (based on prices as at 19 May 2004). It will also be the largest retail property group in the world by equity market capitalisation.

MECHANICS OF THE MERGER

The Merger does not require any cash from existing Westfield Shareholders

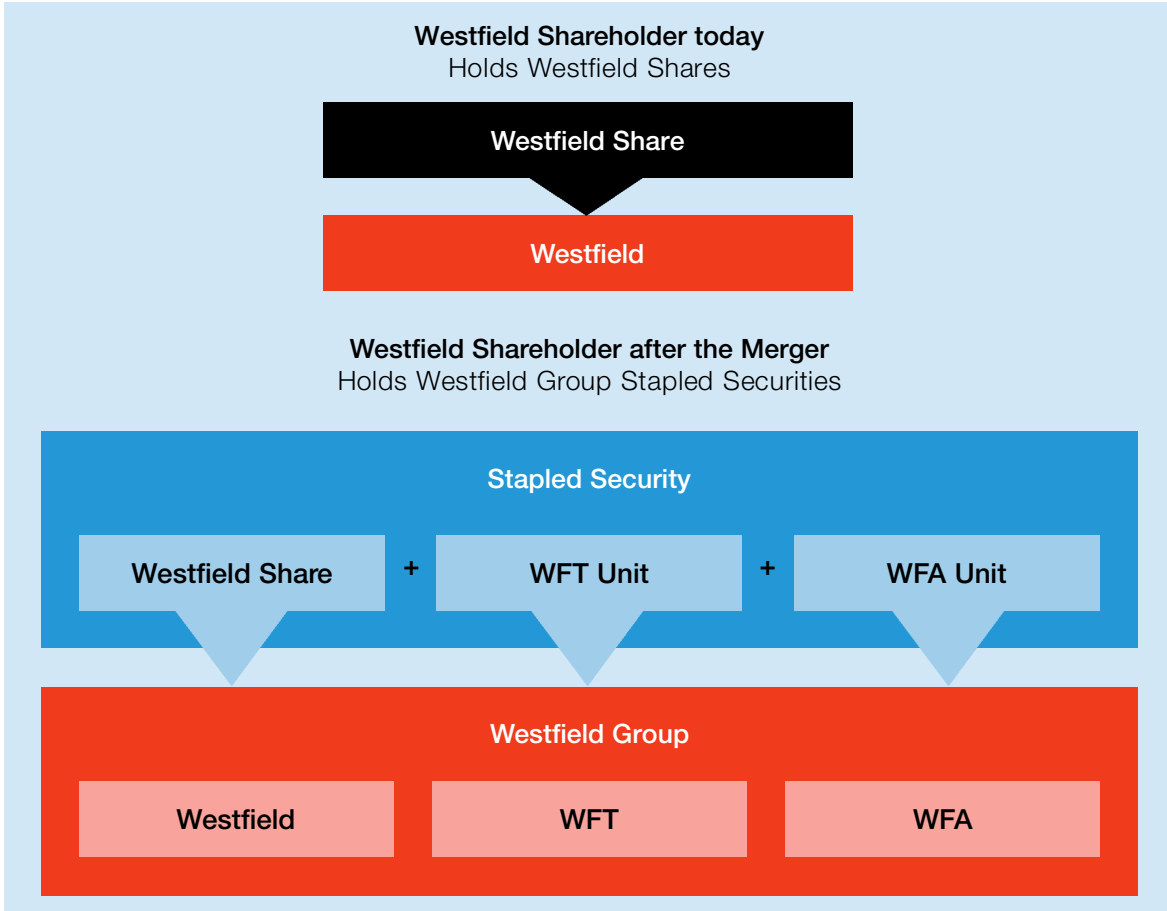
The Merger ratios determine the entitlement of Westfield Shareholders, WFT Unitholders and WFA Unitholders to Stapled Securities and are as follows:

Securities	Merger Ratio	Number of Stapled Securities per 1,000 existing shares/units
Westfield Shares	1.00	1,000
WFT Units	0.28	280
WFA Units	0.15	150

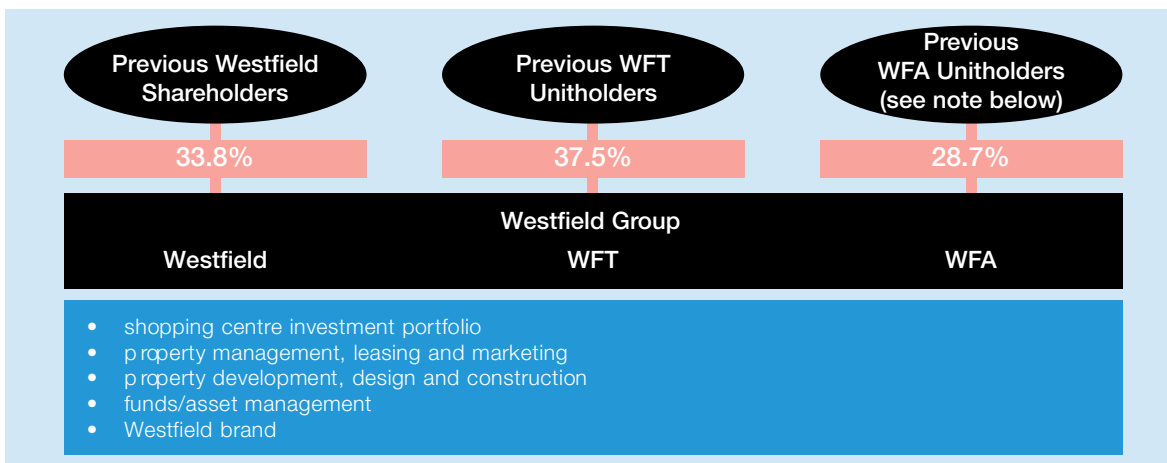
The value contributed by each group of Securityholders to the merged Westfield Group has been determined by the boards of Westfield, WML and WAML based on a number of factors including the relative value and prospects of each Westfield Entity.

The Independent Expert has concluded that the Merger ratio represents a fair balance of competing interests.

As a result, if the Merger is approved, for each Westfield Share that you hold on the Stapling Record Date, you will hold one Stapled Security after the Implementation Date. Each Stapled Security will comprise a Westfield Share, a WFT Unit and a WFA Unit.



The Merger results in Westfield Shareholders collectively holding approximately 33.8% of the Stapled Securities in the Westfield Group. The interests of the other Securityholders in the Westfield Group are shown below.



Note: The above security holdings exclude the WFA Units held by controlled entities of Westfield ("Cross Holders"). Details of the treatment of those units are set out in section 11.8 of the Explanatory Memorandum.

For the Merger to proceed, it must be approved by:

- (a) a majority in number of Westfield Shareholders, present and voting at the Share Scheme Meeting either in person or by proxy; and
- (b) 75% of the votes cast at that meeting.

It also needs to be approved by the members of WFT and of WFA. The Merger is conditional upon all resolutions being passed by the requisite majority of each entity and, with respect to Westfield, approval from the Supreme Court of New South Wales as required by the Corporations Act.

DIVIDENDS AND DISTRIBUTIONS

Westfield will pay a dividend of 13.58 cents per Westfield Share (franked as to 50%) for the 6 month period ending 30 June 2004. This dividend will accrue to existing Westfield Shareholders as at the Distribution Record Date on or about 9 July 2004. The dividend will be paid on 31 August 2004, whether or not the Merger proceeds.

Similarly, WFT and WFA will pay distributions to WFT Unitholders and WFA Unitholders for the 6 month period ending 30 June 2004. All three Securities will trade cum-dividend/distribution until on or about 2 July 2004 when they will cease to trade (if the Merger is approved), after which the new Stapled Securities will trade ex-dividend/distribution on a deferred settlement basis until the implementation of the Merger.

WFA Unitholders as at the Distribution Record Date will also be entitled to a special capital distribution of 0.9 cents per WFA Unit if the Merger proceeds. This distribution is referable to the first 12 month period following implementation of the Merger and reduces the expected dilutive impact on distributions to WFA Unitholders during that period if the Merger proceeds.

DISTRIBUTION POLICY

Following the Merger, investors in the Westfield Group will receive distributions from each component of the Stapled Security, comprising dividends from Westfield as well as distributions from WFT and WFA. It is intended that these combined distributions will be paid to investors half yearly no later than two months after the end of each half year.

The first full year's distributions on the Stapled Securities after the Merger are forecast to total \$1.03 per Stapled Security for the year ending 30 June 2005 and forecast to increase to \$1.10 for the year ending 30 June 2006.

It is expected that Westfield Group dividends and distributions in the year ending 30 June 2005 will be franked as to 8% and tax advantaged as to 27% and in the year ending 30 June 2006 will be franked as to 6% and tax advantaged as to 27%. The general Australian taxation consequences of receiving a distribution with a tax advantaged component and of receiving a franked dividend are set out in section 4 of the taxation report in section 7 of the Explanatory Memorandum. The taxation implications for Westfield Shareholders in receiving such dividends and distributions will depend upon the circumstances of each particular Westfield Shareholder.

It is proposed that the Westfield Group will distribute its reported profit after tax (on an AGAAP basis) as adjusted for an amount equivalent to the project profits that Westfield would have reflected in its statement of financial performance but for the Merger and other amounts which the directors may determine to take into account in order to reflect capital profits or losses and other items as considered appropriate. From time to time the directors may choose to vary this policy to reflect circumstances prevailing at the time (see section 3.8 of the Explanatory Memorandum for further details).

BENEFITS AND DISADVANTAGES OF THE MERGER

This section sets out the key anticipated benefits and possible disadvantages of the Merger for Westfield Shareholders.

The Westfield Directors believe that the Merger is in the best interests of Westfield Shareholders. Set out below are the key anticipated benefits and possible disadvantages of the Merger considered in coming to that conclusion.

The Westfield Directors have carefully considered those benefits and disadvantages and have concluded that the anticipated benefits of the Merger significantly outweigh the possible disadvantages. The Westfield Directors unanimously recommend that Westfield Shareholders vote in favour of the Merger because they believe that it is in the best interests of Westfield Shareholders. This is consistent with the opinion of the Independent Expert who has concluded that the Merger is in the best interests of Westfield Shareholders. The Independent Expert has also considered the advantages and disadvantages of the Merger (some of which differ from those set out below), which are set out in the Independent Expert's Report in section 6 of the Explanatory Memorandum.

Each of the Westfield Directors who holds Westfield Shares intends to vote those shares in favour of the Merger. The Westfield Directors have been advised that the Lowy family and associates intend to vote their 28% Westfield shareholding in favour of the Merger.

BENEFITS

Financial benefits

The Merger is expected to result in a substantial increase in forecast distributions to Westfield Shareholders as shown in the table below. The increase is attributable to the higher distribution yields from WFT and WFA, the increased dividend payout ratio from Westfield (from 50% currently to 100%) and financial and operating synergies (including lower cost of borrowings and reduction in tax to the Westfield Group) from the Merger. For details of the financial forecast and assumptions underlying the financial forecast see sections 3.4, 3.5 and 3.6 of the Explanatory Memorandum.

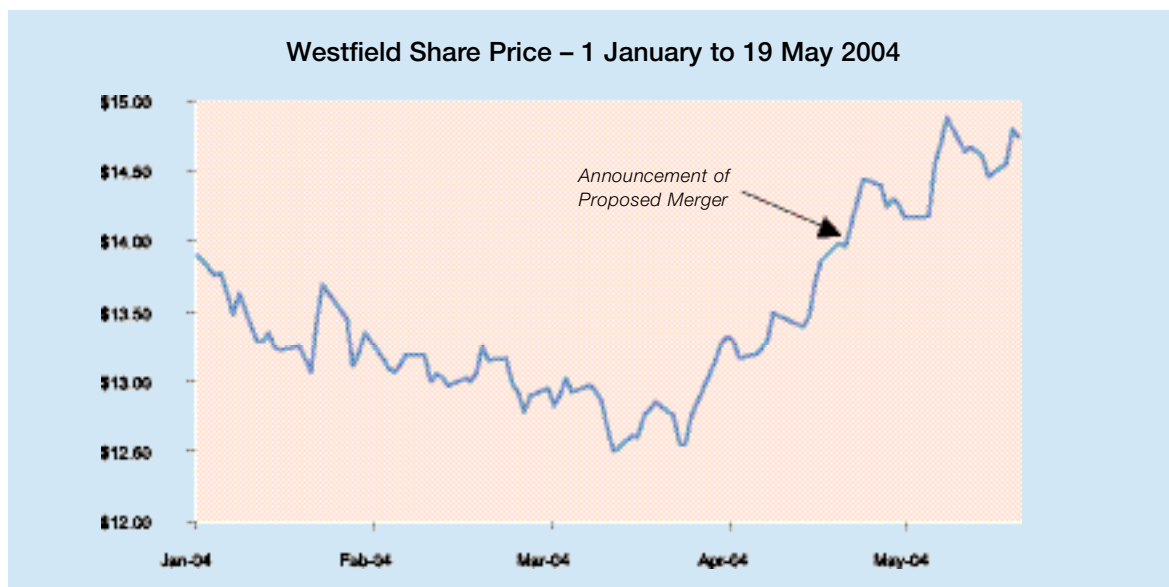
Forecast distributions per existing Westfield Share/Stapled Security equivalent	Year ending 30 June 2004	Year ending 30 June 2005	Year ending 30 June 2006
Without the Merger – dividends per share (cents)	28.9	32.9	38.7
With the Merger – distributions per security (cents)	–	103.0	110.0

Based on these distributions and the share price of Westfield Shares immediately before the Merger was announced, Westfield Shareholders are forecast to receive a cash yield on their investment of 7.38% for the year to 30 June 2005, increasing to 7.88% for the year to 30 June 2006. These and future distributions are expected to generally comprise partly franked dividends from Westfield and distributions with tax advantaged components from the Trusts. The general Australian taxation consequences of receiving a distribution with a tax advantaged component and of receiving a franked dividend are set out in section 4 of the taxation report in section 7 of the Explanatory Memorandum.

Cost savings of approximately A\$20 million per annum and tax reduction to the Westfield Group averaging approximately A\$60 million per annum for each of the two years ending 30 June 2006 have been forecast as a result of the Merger. Of this A\$60 million, \$40 million per annum reflects the internalisation of management and development of the properties owned by WFT and WFA. Further benefits of approximately \$20 million from reduced tax provisions are forecast in each of the two years ending 30 June 2006 (see section 3.6.4 of the Explanatory Memorandum). Interest expense savings of approximately A\$140 million per annum during the forecast period from switching A\$ debt into US\$ debt are also expected to result from the Merger (see section 3.6.4 of the Explanatory Memorandum).

The net tangible assets per existing Westfield Share will increase by 176% from \$3.00 to \$8.28 following implementation of the Merger. This increase is mainly due to the Trusts having substantial tangible asset backing through their shopping centre assets.

Based on the growth prospects and the earnings and distribution yield of the Westfield Group, the Westfield Directors believe that there is scope for the value of your investment to increase following implementation of the Merger. Following the announcement of the proposed Merger on 22 April 2004 the combined market capitalisation of the Westfield Entities has increased by approximately \$3 billion.¹



Facilitating growth

The “globalisation” of the property sector has resulted in opportunities for acquisition of property portfolios or property owning entities of a scale that requires the mobilisation of significant amounts of capital. A substantial component of Westfield’s growth in recent times has been achieved through recognising and acting on these acquisition opportunities. However, each of Westfield, WFT and WFA’s ability to take full advantage of these opportunities is constrained by the individual mandates of the three entities.

Combining the three existing Westfield Entities by stapling their securities will provide the combined Westfield Group with a strong platform from which it can better take advantage of major growth opportunities globally in order to provide superior overall returns. This will be enhanced through the application of Westfield’s management and development expertise and the Westfield brand in order to maximise the total return on the portfolio.

1. Based on the price of Westfield Shares, WFT Units and WFA Units at close of trading on 19 May 2004.

Access to capital

The Westfield Group should also benefit from greater access to capital on more attractive terms. This is expected to result from:

- the Westfield Group's increased appeal to a broader range of investors (including foreign investors) due to size, scope and structure;
- a reduction in the cost of debt funding due to:
 - the credit rating of the Westfield Group as discussed below;
 - the ability to raise debt in offshore debt markets and in different currencies, providing the most efficient source of debt at the time;
 - the larger capital base and increased collateral available to the Westfield Group following implementation of the Merger; and
- potential reduced earnings volatility.

Ratings

Westfield's debt is not currently rated by any credit rating agency.

On 29 April 2004, Standard & Poor's announced that it believed that if the Merger proceeds as announced, the Westfield Group would be assigned "A/A-1" credit ratings in respect of the stapled structure and its senior unsecured debt (for further details see section 3.14 of the Explanatory Memorandum).

The new credit rating will put the Westfield Group in the top tier of property companies globally and will maximise the Westfield Group's ability to access the global debt capital markets and will reduce the overall funding cost of the Westfield Group.

Breadth of investor support

As at 19 May 2004, Westfield had a market capitalisation of approximately A\$8.3 billion and was the 19th largest entity listed on the ASX by equity market capitalisation. If the Merger proceeds, the Westfield Group is expected to have a market capitalisation of over A\$24 billion, making it the eighth largest listed entity on the ASX (based on prices as at 19 May 2004) and the largest retail property group in the world by equity market capitalisation. The combined turnover on the ASX of the three Westfield Entities over the 12 months to 19 May 2004 was approximately A\$17.5 billion. The combined market capitalisation and ASX turnover of the Westfield Group is expected to attract additional support from both local and offshore investors.

If the Merger proceeds, the Stapled Securities are expected to have greater representation in the major stock exchange indices.

The Westfield Group is also expected to have a significantly increased weighting in the ASX/S&P Property Trust Indices. Whilst WFT and WFA are currently included in those indices, the Merger will result in all three entities contributing to the weighting within the ASX/S&P200 Property Trust Index increasing the weighting from an aggregate of 30.5% for the separate entities to 37.4% for the Westfield Group post the Merger. The size of the combined market capitalisation and resultant index weighting is expected to attract further long term support from investors whose performance is measured against this index.

In addition, the Westfield Group is expected to gain greater representation in the MSCI Indices than is currently the case for each of the three Westfield Entities. WFA is currently excluded from the MSCI Indices (unlike WFT and Westfield) as it is not considered representative of the performance of the Australian Listed Property Trust sector given all of its assets are located offshore and are subject to foreign economic conditions and foreign currencies.

The Westfield Group's increased weighting to local share indices should increase demand from investors who seek to track the performance of those indices.

Management focus

Under the Merger, the property investment, property management, funds and asset management, development, design and construction activities of the Westfield Group will continue to be managed by the experienced Westfield management team who have been managing the portfolio over many years. The top 50 executives have an average length of service of more than 11 years. The combination of proven operating business expertise, the focus on driving efficiencies within a single combined group structure for the benefit of a common set of stakeholders, together with management's focus on maximising returns to investors, facilitates growth while managing the operating and business risks.

Following implementation of the Merger, the Westfield Group will continue to explore opportunities to create value through partnerships with property investors outside the Westfield Group and, where appropriate, external funds and asset management opportunities.

Diversification of risks

Currently, a component of Westfield Holdings' income is derived from project development, design, construction and leasing fees. In the new group, income will be significantly weighted to property income.

Westfield's ability to expand the portfolio that it manages, and to identify assets that have the capacity to accommodate re-investment, has meant that project related income has grown over time. However, supplementing this project income with rentals received on the Westfield Group's shopping centres, the majority of which are currently owned by WFT and WFA, should mean that the Westfield Group will have lower earnings volatility and a reduced risk profile relative to Westfield currently.

DISADVANTAGES

Changed growth profile

Westfield Shareholders will move from having an interest in a high growth business with low capital requirements to having an interest in a group which is predominantly an asset owner deriving most of its earnings from rental income. Accordingly, Westfield Shareholders can expect to have an investment with a different growth profile as holders of Stapled Securities in the Westfield Group.

Future capital requirements

At present a large proportion of Westfield's earnings are derived from development, design, construction, leasing, property management and funds and asset management activities. In addition to its primary activities, Westfield also has a minority interest in WFA's portfolio, as well as an interest in a portfolio of shopping centres in the United Kingdom. This model has enabled Westfield to grow its business without necessarily expanding its equity capital base. In contrast, both WFT and WFA have historically raised significant equity capital to fund their growth opportunities.

If the Merger proceeds, the Westfield Group will own the majority of the assets it services and accordingly the future growth that can be obtained without expanding the capital base is likely to be reduced. Any equity capital raising to fund future growth may require a shareholder to subscribe for additional equity capital or alternatively a shareholder's interest in the Westfield Group may be diluted.

Different tax treatment of distributions

Currently, Westfield dividends (which represent a 50% payout ratio) are partly franked (as to 50%). If the Merger proceeds, distributions of the Westfield Group (which will represent a 100% payout ratio) will comprise a partly franked dividend and trust distributions comprising taxable and tax advantaged components. It is expected that distributions in the year to 30 June 2005 will be franked as to 8% and tax advantaged as to 27% and in the year ending 30 June 2006 will be franked as to 6% and tax advantaged as to 27%. The general Australian taxation consequences of receiving a distribution with a tax advantaged component and of receiving a franked dividend are set out in section 4 of the taxation report in section 7 of the Explanatory Memorandum.

Increased gearing

The Westfield Group had proforma gearing of 41.6% as at 31 December 2003 and intends to maintain financial gearing of 40% to 45%. As at 31 December 2003, Westfield had gearing of 28.2%. Increased gearing will increase investors' financial exposure to changes in the performance of the business or fluctuations in the value of the Westfield Group's assets.

Potential adverse tax consequences

For some Westfield Shareholders there may be future adverse tax consequences from becoming Stapled Securityholders.

For the small number of Westfield Shareholders who acquired some or all of their Westfield Shares prior to 20 September 1985 (being the date Australian CGT rules became effective), there may be adverse Australian tax consequences of not participating in the Exchange by Sale Alternative or of not selling on the ASX and reinvesting in Stapled Securities. There may also be adverse Australian tax consequences for Westfield Shareholders who elect to participate in the Exchange by Sale Alternative in respect of Westfield Shares they acquired on or after 20 September 1985, as participation in the Sale Facility will amount to a disposal of Westfield Shares for Australian CGT purposes.

Westfield Shareholders will have a low cost base of 0.1 cent for each WFT Unit and WFA Unit stapled to their Westfield Shares. Accordingly, any tax advantaged distributions in excess of the cost base on each unit will give rise to a capital gain. Certain Westfield Shareholders (eg an Australian resident individual or trustee) may be eligible for discount capital gains tax treatment, but not on any capital gain realised in the first 12 months after the acquisition of the Units.

Notwithstanding that the Westfield Share may have been held for 12 months, any sale of the Stapled Security within 12 months of the Implementation Date will also not qualify for discount capital gains tax treatment on the capital gain attributable to the Units.

The Merger may also give rise to adverse tax consequences to Westfield Shareholders in foreign jurisdictions under the taxation laws of those foreign jurisdictions. Foreign shareholders should seek their own advice about the consequences of the Merger under local taxation laws.

Further details of the general Australian taxation implications of the Merger are set out in the taxation report in section 7 of the Explanatory Memorandum and in the Special Notice about the Sale Facility.

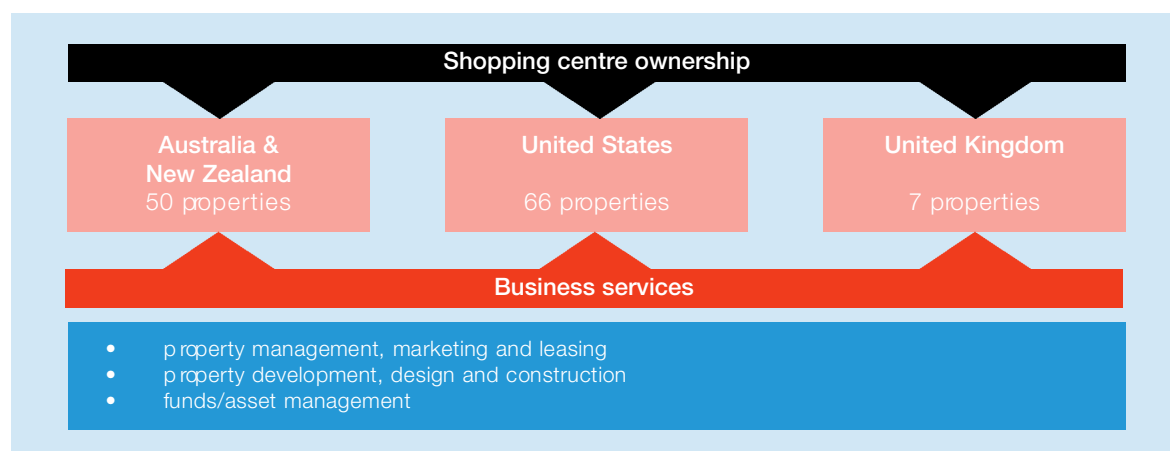
PROFILE OF THE PROPOSED WESTFIELD GROUP

This section contains information in relation to the combined Westfield Group. While the Merger will not create a single legal entity, the effect of Stapling the Westfield Shares, WFT Units and WFA Units will, for many practical purposes, be that Westfield, WFT and WFA will appear as a combined group known as the "Westfield Group".

Overview of the Westfield Group

The Westfield Group will be an internally managed, vertically integrated, shopping centre group undertaking ownership, development, design, construction, funds/asset management, property management, leasing and marketing activities and employing in excess of 4,000 staff worldwide. It will have investment interests in 123 shopping centres, with a total value in excess of A\$34 billion. The Westfield Group will be the largest retail property group in the world by equity market capitalisation and the eighth largest entity listed on the ASX (based on market capitalisation as at 19 May 2004).

The Westfield Group's core business activities are reflected in the following diagram:



The key details of the Westfield Group's property portfolio are summarised below:

	Australia	NZ	US	UK	Total
Centres	39	11	66	7	123
GLA (Million sqm)	2.9	0.3	6.3	0.2	9.7
Retail Outlets	8,500	1,200	9,300	700	19,700
Assets under management (billions)	A\$14.6	NZ\$1.9	US\$11.9	£0.8	A\$34.0

The objective of the Westfield Group is to achieve superior returns for investors through a combination of capital and income growth, achieved via intensive management of, and re-investment in, its existing portfolio and the acquisition of additional shopping centres, to which its operating strategy is then applied.

Consistent with this strategy the Westfield Group has identified more than \$12 billion of development opportunities within its existing portfolio. The Westfield Group is also looking for further opportunities to expand the shopping centre portfolio, both by acquisitions in markets in which the Westfield Group currently operates and by expansion into new markets that offer opportunities to enhance investment returns, such as Canada and Europe.

The Westfield Group will undertake the following activities:

Property management, marketing and leasing activities

Shopping centre management involves leasing and the day-to-day management and marketing of the centres. The Westfield Group's approach is to maximise returns by creating an efficient and dynamic environment for retailers and a quality shopping experience for consumers. This involves developing a strong relationship and working closely with retailers to provide an appropriate platform so that retailers will have the opportunity to enhance their performance. This is in addition to developing a strong relationship with consumers by supporting the local community of each shopping centre through various marketing activities.

Property development, design and construction activities

The Westfield Group's property development activities are vertically integrated and involve all of the elements of development, design, construction and leasing with a view to maximising returns on investment from both increased rental income and capital appreciation of the asset.

The need to keep shopping centres relevant to consumers and retailers results in a continual pipeline of redevelopment projects. The Westfield Group will have a future development pipeline of approximately A\$7.0 billion of projects which are either under construction or identified within the portfolio for commencement within the near term. The development pipeline is spread across the geographic regions as follows:

- Australia/New Zealand – A\$2.6 billion.
- United States – US\$1.9 billion.
- United Kingdom – £920 million.

Funds/asset management activities

The Westfield Group is also involved in the management of assets on behalf of institutional and other investors. This investment is undertaken either on a joint venture basis on specific properties with partners such as Deutsche Asset Management, AMP Capital Investors, the Perron Group, Australian Prime Property Fund (APPF), Prudential Plc, JP Morgan Real Estate Investment Management, Forest City Enterprises, Morgan Stanley Real Estate Management, and The John Buck Company, or as an investor in other forms of property owning vehicles such as the limited partnership arrangements in place in the United Kingdom with the Possfund and BT Pension Scheme which are managed by the Hermes Group.

Board of Directors, Corporate Governance and Senior Management

If the Merger proceeds, it is intended that the Boards of Westfield and the Responsible Entities will comprise directors common to each board.

A final decision on the composition of the directors of the Westfield Group has not been determined. However, it is expected that the directors of the Westfield Group will comprise the existing executive directors of Westfield, together with a majority of non-executive directors drawn from the existing non-executive directors of Westfield and the Responsible Entities. Mr Frank Lowy AC will continue as Chairman of the Westfield Group. Further details of the Westfield Group Directors are set out in section 2.5 of the Explanatory Memorandum.

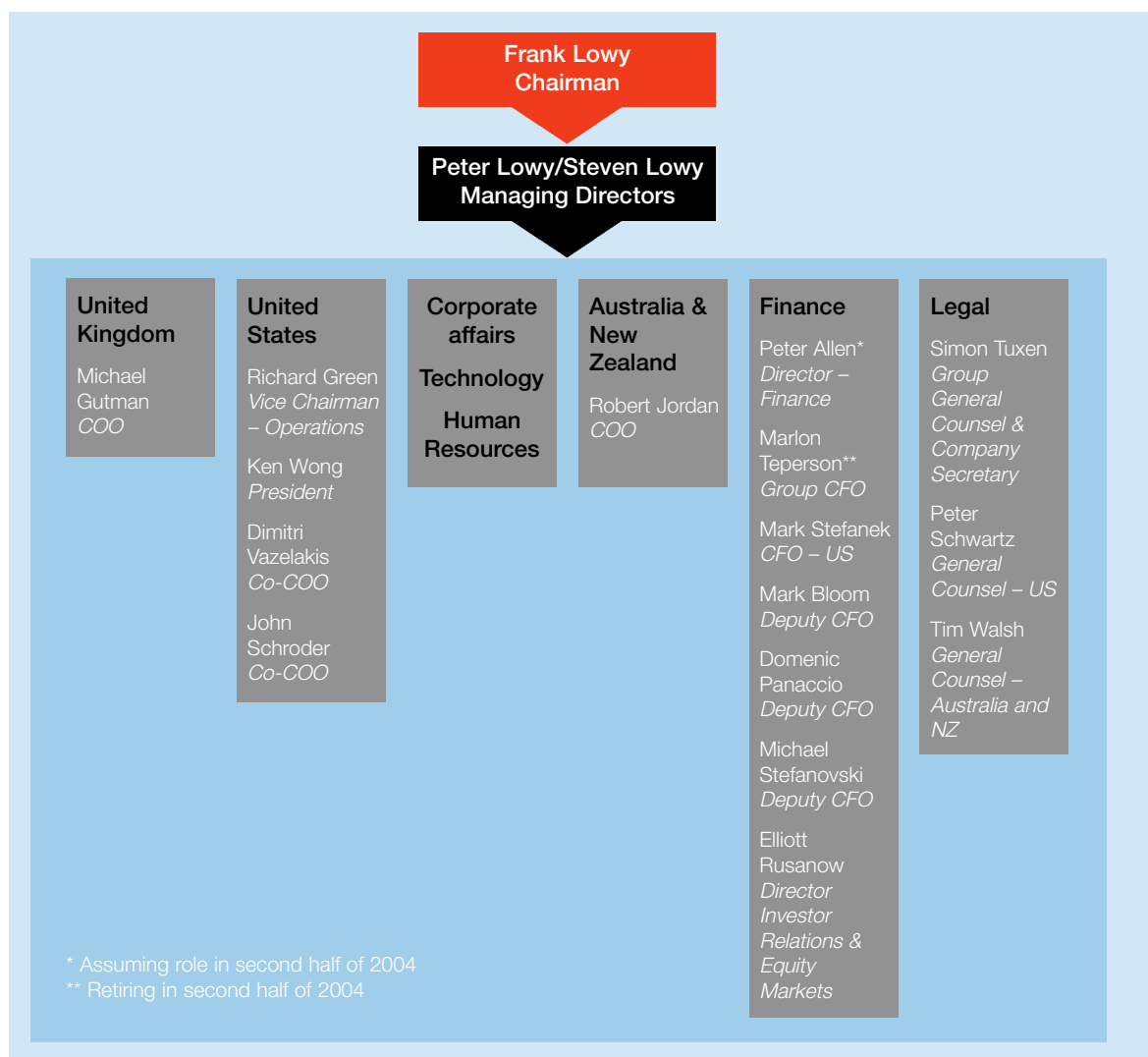
In March 2003, the ASX Corporate Governance Council published its Principles of Good Corporate Governance and Best Practice Recommendations (the “Governance Principles”). Westfield will disclose the full extent of its compliance with the Governance Principles in its annual report in respect of the financial year ending 30 June 2004.

Westfield is currently working on a range of initiatives designed to achieve a high degree of compliance with the Governance Principles. Those initiatives include:

- the formalisation of a number of policies and charters which are based on the recommendations made in the Governance Principles;
- the establishment of a nomination committee; and
- the restructuring of the remuneration committee as a committee comprising only independent non-executive directors following the resignation of the Chairman from the remuneration committee in February 2004.

As these initiatives are being formally implemented by the Westfield Entities during the remainder of the financial year ending 30 June 2004, the market will be informed both through the ASX and through the posting of relevant information on Westfield’s website (www.westfield.com).

The senior management of the Westfield Group are set out below:



Further details of the senior management team are set out in section 2.5 of the Explanatory Memorandum.

Summary Financials

The following table sets out the pro-forma summarised consolidated statements of financial position of the Westfield Group as at 31 December 2003 assuming that the Merger is fully implemented, both on an AGAAP basis and an Expected IFRS basis.

The pro forma summarised consolidated statements of financial position have been compiled as if the Merger had occurred at 31 December 2003 and should be read in conjunction with the assumptions and notes set out in section 3.5.1 of the Explanatory Memorandum.

31 December 2003	Westfield Group Pro forma AGAAP	Westfield Group Pro forma Expected IFRS
	\$M	\$M
Assets		
Current assets	753	753
Equity accounted investments	2,622	2,622
Shopping Centre investments	25,140	25,140
Other	1,167	1,167
Total Assets	29,682	29,682
Total Liabilities	15,121	15,796
Net Assets	14,561	13,886
Net Tangible Assets per Stapled Security	\$8.28	\$7.88
Gearing	41.6%	41.6%

The Westfield Group has a strong balance sheet and will be well positioned to pursue growth opportunities and enhance investor wealth in the future. It is the current intention of the Westfield Group Directors to maintain long term gearing of the Westfield Group within the range of 40% to 45%. However, the Westfield Group is prepared to exceed this level of gearing for a major acquisition provided the Westfield Group can return to its desired gearing level in the short term.

The following table sets out the summarised forecast pro forma consolidated statements of financial performance and distributions for the Westfield Group assuming that the Merger proceeds with an effective date of 1 July 2004. The table is presented under both AGAAP and Expected IFRS and should be read in conjunction with the notes set out in section 3.5.2(ii) and the forecast assumptions set out at section 3.6 of the Explanatory Memorandum.

	Forecast AGAAP		Forecast Expected IFRS	
	Year Ending 30 June		Year Ending 30 June	
	2005 \$M	2006 \$M	2005 \$M	2006 \$M
Westfield Group				
Profit After Tax Attributable to Members	1,581.3	1,621.3	2,646.3	2,566.7
Distribution	1,728.1	1,849.0	1,728.1	1,849.0
Total Stapled Securities on issue (millions)	1,680.8	1,680.8	1,680.8	1,680.8
Distribution per Stapled Security	\$1.03	\$1.10	\$1.03	\$1.10

YOUR VOTE IS IMPORTANT

It is important that you vote on the resolutions to approve the Merger. If you are unable to attend the meetings of Westfield Shareholders in person you should complete and return the Proxy Forms which accompany this Westfield Holdings Overview. It is important that you also read the Explanatory Memorandum and the Special Notice about the Sale Facility.

Notice of COURT ORDERED SHARE SCHEME MEETING

WESTFIELD HOLDINGS LIMITED (ABN 66 001 671 496)

Notice is hereby given that in accordance with an order of the Supreme Court of New South Wales (“**Court**”) made on 25 June 2004 pursuant to section 411(1) of the Corporations Act 2001 (Cwth) a meeting of the holders of ordinary shares in Westfield Holdings Limited (“**Westfield**”) will be held at:

LOCATION	Sydney Entertainment Centre, 35 Harbour Street, Darling Harbour, Sydney NSW
DATE	25 June 2004
TIME	10.00 am (Sydney time)

The business of the meeting is to consider and, if thought fit, to pass the following resolution:

RESOLUTION: Share Scheme Resolution

*“**THAT** pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cwth) the scheme of arrangement proposed to be made between Westfield Holdings Limited and the holders of its ordinary shares, as more particularly set out in the Explanatory Memorandum accompanying the notice convening this meeting, is agreed to (with or without modification as approved by the Supreme Court of New South Wales).”*

NOTES

Explanatory Memorandum and Westfield Holdings Overview

This notice of meeting should be read in conjunction with the Explanatory Memorandum and the Westfield Holdings Overview that accompany the notice. The Explanatory Memorandum contains an explanation of the resolution and further information about the Share Scheme and the Westfield Holdings Overview provides a summary of the Merger and sets out the key anticipated benefits and possible disadvantages of the Merger as they relate to Westfield Shareholders to enable you to make an informed decision as to how to vote on the resolution.

Unless otherwise defined in this notice of meeting, terms used in the notice of meeting have the same meaning as set out in the Glossary in the Explanatory Memorandum.

Exercise of votes and required majorities

The vote on the resolution will be conducted by way of a poll. On a poll, you have one vote for each Westfield Share you hold.

The Share Scheme will be binding if the resolution is passed by:

- a majority in number of holders of Westfield Shares present and voting (either in person or by proxy) at the Share Scheme Meeting; and
- at least 75% of the votes cast on the resolution,

and the Share Scheme is approved by the Court.

Chairman

The Court has appointed Mr Frank P Lowy AC or, failing him, Mr David H Lowy AM to act as Chairman of the Share Scheme Meeting and has directed the Chairman to report the result of the Share Scheme Meeting to the Court.

Westfield Shareholders who are entitled to vote

Westfield has determined, and the Court has ordered, that all registered holders of Westfield Shares as at 7.00 pm (Sydney time) on 23 June 2004 are eligible to attend and vote, either in person or by proxy, at the Share Scheme Meeting. This means that if you are not the registered holder of a Westfield Share at that time you will not be entitled to attend and vote at the Share Scheme Meeting.

You need not exercise all of your votes in the same way, nor need you cast all of your votes.

Voting of jointly held securities

If your Westfield Shares are jointly held, only one of the joint holders is entitled to vote at the Share Scheme Meeting. If more than one Westfield Shareholder votes in respect of a jointly held Westfield Share, only the vote of the Westfield Shareholder whose name appears first in the register of members of Westfield will be counted.

Individuals

If you plan to attend the Share Scheme Meeting, we ask that you arrive at the venue at least 30 minutes prior to the time designated for the Share Scheme Meeting so that we may check the number of your Westfield Shares and note your attendance.

Voting by corporations

In order to vote at the Share Scheme Meeting (other than by proxy), a corporation that is a holder of Westfield Shares must appoint a person to act as its representative. The appointment must comply with the Corporations Act 2001 (Cwth). A letter of representation 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. The letter of representation must be received prior to the commencement of the Share Scheme Meeting or the representative must bring to the Share Scheme Meeting evidence of his or her appointment including any authority under which it is signed.

Voting by proxy

If you do not plan to attend the Share Scheme Meeting in person, you are encouraged to complete and return the red Proxy Form which accompanies this Notice of Meeting.

- A Westfield Shareholder entitled to attend and vote at the Share Scheme 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 Westfield Shareholder'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 Westfield Shareholder.

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) may 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 Share Scheme Meeting.

Court approval

In accordance with section 411(4)(b) of the Corporations Act 2001 (Cwth), the Share Scheme (with or without modification) must be approved by an order of the Court. If the resolution put to this meeting is passed by the requisite majorities, and the other conditions set out in clause 2.1 of the Share Scheme are satisfied, Westfield intends to apply to the Court for approval of the Share Scheme.

By Order of the Board

Simon J Tuxen

Company Secretary

Sydney, 25 May 2004

Notice of GENERAL MEETING

WESTFIELD HOLDINGS LIMITED (ABN 66 001 671 496)

Notice is hereby given that a meeting of the holders of ordinary shares in Westfield Holdings Limited (“Westfield”) will be held at:

LOCATION	Sydney Entertainment Centre, 35 Harbour Street, Darling Harbour, Sydney NSW
DATE	25 June 2004
TIME	10.00 am (Sydney time)

The business of the meeting is to:

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

RESOLUTION 1: Constitution Amendment Resolution

“THAT the document submitted to the meeting and signed by the Chairman of the meeting for the purposes of identification is adopted as the Constitution of Westfield Holdings Limited in substitution for the present Constitution of Westfield Holdings Limited (which is repealed), with effect on and from the date (if any) on which an order of the Supreme Court of New South Wales (“Court”) approving the proposed scheme of arrangement between Westfield Holdings Limited and its ordinary shareholders to be considered at a meeting of ordinary shareholders of Westfield Holdings Limited on or about 25 June 2004 pursuant to an order of the Court is lodged with the Australian Securities and Investments Commission.”

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

RESOLUTION 2: Stapling Deed Resolution

“THAT Westfield Holdings Limited and any entity it controls be authorised and approved to give financial benefits under the Stapling Deed or pursuant to any transaction entered into in accordance with the Stapling Deed (including entering into the Master Guarantee Deed Poll) to any related party of Westfield Holdings Limited including, without limitation, to the responsible entities of the Westfield Trust and the Westfield America Trust and their controlled entities and to the directors of Westfield Holdings Limited receiving consequential indirect financial benefits from holding stapled securities – both the Stapling Deed and the Master Guarantee Deed Poll being in the form of the copy produced to the meeting and signed by the Chairman of the meeting for the purposes of identification.”

NOTES

Explanatory Memorandum and Westfield Holdings Overview

This notice of meeting should be read in conjunction with the Explanatory Memorandum and Westfield Holdings Overview that accompany the notice. The Explanatory Memorandum contains an explanation of the resolutions and further information about the Merger and the Westfield Holdings Overview provides a summary of the Merger and sets out the anticipated key benefits and possible disadvantages of the Merger as they relate to Westfield Shareholders to enable you to make an informed decision as to how to vote on the resolutions.

Unless otherwise defined in this notice of meeting, terms used in the notice of meeting have the same meaning as set out in the Glossary in the Explanatory Memorandum.

Exercise of votes and required majorities

The vote on the resolutions will be conducted by way of a poll. On a poll, you have one vote for each Westfield Share you hold.

Resolution 1 will be passed if at least 75% of the votes cast on the resolution are in favour of the resolution.

Resolution 2 will be passed if more than 50% of the votes cast on the resolution are in favour of the resolution.

Westfield Shareholders who are entitled to vote

Registered holders of Westfield Shares at 7.00 pm (Sydney time) on 23 June 2004 are eligible to attend and vote, either in person or by proxy, at the General Meeting. This means that if you are not the registered holder of Westfield Shares at this time, you will not be entitled to attend and vote at the General Meeting.

You need not exercise all of your votes in the same way, nor need you cast all of your votes.

Voting of jointly held units

If your Westfield Shares are jointly held, only one of the joint holders is entitled to vote at the General Meeting. If more than one Westfield Shareholder votes in respect of a jointly held Westfield Share, only the vote of the Westfield Shareholder whose name appears first in the register of Westfield Shares will be counted.

Individuals

If you plan to attend the General Meeting, we ask that you arrive at the venue at least 30 minutes prior to the time designated for the General Meeting so that we may check the number of your Westfield Shares and note your attendance.

Voting by corporations

In order to vote at the General Meeting (other than by proxy), a corporation that is a holder of Westfield Shares must appoint a person to act as its representative. The appointment must comply with the Corporations Act 2001 (Cwth). A letter of representation 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. The letter of representation must be received prior to the commencement of the General Meeting or the representative must bring to the General Meeting evidence of his or her appointment including any authority under which it is signed.

Voting by proxy

If you do not plan to attend the General Meeting in person, you are encouraged to complete and return the blue Proxy Form which accompanies this Notice of Meeting.

- A Westfield Shareholder entitled to attend and vote at the General 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 Westfield Shareholder'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 Westfield Shareholder.

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) may 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 General Meeting.

By Order of the Board

Simon J Tuxen

Company Secretary

Sydney, 25 May 2004

CORPORATE DIRECTORY

Westfield Holdings Limited

ABN 66 001 671 496

Registered Office

Level 24, Westfield Towers
100 William Street
Sydney NSW 2011
Telephone: +61 2 9358 7000
Facsimile: +61 2 9358 7077

Secretaries

Maureen T McGrath
Simon J Tuxen

Auditors

Ernst & Young
The Ernst & Young Building
321 Kent Street
Sydney NSW 2000

Investor Information

Westfield Holdings Limited
Level 24, Westfield Towers
100 William Street
Sydney NSW 2011

Principal Registry

Computershare Investor Services Pty Limited
Level 3, 60 Carrington Street
Sydney NSW 2000
GPO Box 7045
Sydney NSW 2001
Telephone: +61 3 9415 4070
Enquiries: 1300 132 211
Facsimile: +61 3 9611 5710
Email: westfield@computershare.com.au
Website: computershare.com

Listings

Australian Stock Exchange – WSF

Website

westfield.com/groupmerger

Westfield Group Merger Information Line
1300 766 010 (Australia)
+61 2 9240 7455 (Overseas)

Westfield

westfield.com