

09 July 2012

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000



**Westfield Group**

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85 Castlereagh Street  
Sydney NSW 2000  
GPO Box 4004  
Sydney NSW 2001  
Australia

**Telephone** 02 9358 7000  
**Facsimile** 02 9358 7241  
**Internet** [www.westfield.com](http://www.westfield.com)

Dear Sir/Madam

**WESTFIELD GROUP (ASX:WDC)  
BUY-BACK AND CANCELLATION OF SECURITIES**

Attached is a copy of Form 484 lodged with the Australian Securities and Investments Commission in relation to the cancellation of 7,098,054 Westfield Group stapled securities.

The total number of Westfield Group stapled securities that have been bought back and cancelled since the commencement of the buy-back on 7 March 2012 is 48,483,089. There are 2,260,505,450 stapled securities on issue following this cancellation.

Yours faithfully  
**WESTFIELD GROUP**

A blue ink signature, appearing to be "Simon Tuxen", written in a cursive style.

**Simon Tuxen  
Company Secretary**

Encl.

**Westfield Holdings Limited** ABN 66 001 671 496

**Westfield Management Limited** ABN 41 001 670 579 AFS Licence 230329  
as responsible entity for **Westfield Trust** ABN 55 191 750 378 ARSN 090 849 746

**Westfield America Management Limited** ABN 66 072 780 619 AFS Licence 230324  
as responsible entity for **Westfield America Trust** ABN 27 374 714 905 ARSN 092 058 449

# Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

A1 Change of address  
A2 Change of name - officeholders and proprietary  
company members  
A3 Change - ultimate holding company

B1 Cease company officeholder  
B2 Appoint company officeholder  
B3 Special purpose company

C1 Cancellation of shares  
C2 Issue of shares  
C3 Change to share structure  
C4 Changes to the register of members for proprietary  
companies

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Company details

Refer to guide for information about  
corporate key

Company name

Westfield Holdings Limited

ACN/ABN

66 001 671 496

Corporate key

## Lodgement details

An image of this form will be available as  
part of the public register.

Who should ASIC contact if there is a query about this form?

ASIC registered agent number (if applicable)

Westfield Limited

Firm/organisation

16234

Contact name/position description

Tally Perry

Telephone number (during business hours)

( 02 ) 9358 7702

Email address (optional)

tperry@au.westfield.com

Postal address

GPO Box 4004

Suburb/City

SYDNEY

State/Territory

NSW

Postcode

2001

## Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

Maureen Therese McGrath

Capacity

☐ Director

☒ Company secretary

Signature



Date signed

09 / 07 / 12  
[D] [D] [M] [M] [Y] [Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website  
[www.asic.gov.au](http://www.asic.gov.au)

### For more information

Web [www.asic.gov.au](http://www.asic.gov.au)

Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)

Telephone 1300 300 630

## Section C completion guide

### Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

| Share class code | Full title      | Share class code | Full title                           |
|------------------|-----------------|------------------|--------------------------------------|
| A                | A               | PRF              | preference                           |
| B                | B ...etc        | CUMP             | cumulative preference                |
| EMP              | employee's      | NCP              | non-cumulative preference            |
| FOU              | founder's       | REDP             | redeemable preference                |
| LG               | life governor's | NRP              | non-redeemable preference            |
| MAN              | management      | CRP              | cumulative redeemable preference     |
| ORD              | ordinary        | NCRP             | non-cumulative redeemable preference |
| RED              | redeemable      | PARP             | participative preference             |
| SPE              | special         |                  |                                      |

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

|  | C1 - Cancellation of shares | C2 - Issue of shares | C3 - Change to share structure table | C4 - Change to members register |
|--|-----------------------------|----------------------|--------------------------------------|---------------------------------|
| <b>Issue of shares</b>   |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company   | Not required                | ✓                    | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company  |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | ✓                    | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | ✓                    | ✓ Preferred                          | Not required                    |
| <b>Cancellation of shares</b>  |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company   | ✓                           | Not required         | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company  |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | ✓                           | Not required         | ✓                                    | Not required                    |
| <input checked="" type="checkbox"/> if not in response to the Annual company statement | ✓                           | Not required         | ✓ Preferred                          | Not required                    |
| <b>Transfer of shares</b>  |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company   | Not required                | Not required         | Not required                         | ✓                               |
| <input type="checkbox"/> Public company  |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to amounts paid</b>   |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company   | Not required                | Not required         | ✓                                    | ✓                               |
| <input type="checkbox"/> Public company  |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | ✓                                    | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |
| <b>Changes to beneficial ownership</b>   |                             |                      |                                      |                                 |
| <input type="checkbox"/> Proprietary company   | Not required                | Not required         | Not required                         | ✓                               |
| <input type="checkbox"/> Public company  |                             |                      |                                      |                                 |
| <input type="checkbox"/> if in response to the Annual company statement                | Not required                | Not required         | Not required                         | Not required                    |
| <input type="checkbox"/> if not in response to the Annual company statement            | Not required                | Not required         | Not required                         | Not required                    |

To notify ASIC about a division or conversion of a class of shares, you must lodge a Form 211 within 28 days after the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a Form 2205B within 28 days after the change occurring.

## C1 Cancellation of shares

### Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

|                                     |  |
|-------------------------------------|--|
| <input type="checkbox"/>            | Redeemable preference shares — <b>S.254J</b>   |
| <input type="checkbox"/>            | Redeemed out of profits  |
| <input type="checkbox"/>            | Redeemed out of proceeds of a fresh issue of shares  |
| <input type="checkbox"/>            | Capital reduction — <b>S.256A – S.256E</b>   |
| <input type="checkbox"/>            | Single shareholder company   |
| <input type="checkbox"/>            | Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place  |
| <input type="checkbox"/>            | Share buy-back. — <b>ss.257H(3)</b>  |
| <input type="checkbox"/>            | Minimum holding buy-back by listed company   |
| <input checked="" type="checkbox"/> | Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place |
| <input type="checkbox"/>            | Forfeited shares — <b>S.258D</b>   |
| <input type="checkbox"/>            | Shares returned to a public company — <b>ss.258E(2) &amp; (3)</b>  |
| <input type="checkbox"/>            | Under section 651C, 724(2), 737 or 738   |
| <input type="checkbox"/>            | Under section 1325A (court order)  |
| <input type="checkbox"/>            | Other  |
|                                     | Description  |
|                                     |  |
|                                     | Give section reference   |
|                                     |  |

### Details of cancelled shares

#### List the details of shares cancelled in the following table

Share class code      Number of shares cancelled      Amount paid (cash or otherwise)

|     |           |                |
|-----|-----------|----------------|
| ORD | 7,098,054 | \$2,360,128.62 |
|     |           |                |
|     |           |                |
|     |           |                |
|     |           |                |

#### Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

[D] [D] [M] [M] [Y] [Y]

## C2 Issue of shares

List details of new share issues in the following table.

| Share class code | Number of shares issued | Amount paid per share | Amount unpaid per share |
|------------------|-------------------------|-----------------------|-------------------------|
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |
|                  |                         |                       |                         |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/   /

[D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐ Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐ No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

## C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

| Share class code | Full title if not standard | Total number of shares (current after changes) | Total amount paid on these shares | Total amount unpaid on these shares |
|------------------|----------------------------|--|-----------------------------------|-------------------------------------|
| ORD              | ORDINARY                   | 2,260,505,450                                  | \$1,534,266,472.15                | NIL                                 |
|                  |                            |  |                                   |                                     |
|                  |                            |  |                                   |                                     |
|                  |                            |  |                                   |                                     |
|                  |                            |  |                                   |                                     |

### Earliest date of change

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]

/   /

1 8 / 0 6 / 1 2

## Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

☐ Yes

☒ No

## C4 Changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

### The changes apply to

Please indicate the name and address of the member whose shareholding has changed

|                                      |                      |
|--------------------------------------|----------------------|
| <input type="checkbox"/> Family name | Given names          |
| <input type="text"/>                 | <input type="text"/> |

OR

|                                       |
|---------------------------------------|
| <input type="checkbox"/> Company name |
| <input type="text"/>                  |

ACN/ARBN/ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

### Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

|                      |                      |   |                      |                      |   |                      |                      |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|

[D D] [M M] [Y Y]

### The changes are

Beneficially held usually means that the owner of the shares is entitled to the direct benefit from the shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

| Share class code | Shares increased by ... (number) | Shares decreased by ... (number) | Total number now held | Total \$ paid on these shares | Total \$ unpaid on these shares | Fully paid (y/n) | Beneficially held (y/n) | Top 20 member (y/n) |
|------------------|----------------------------------|----------------------------------|-----------------------|-------------------------------|---------------------------------|------------------|-------------------------|---------------------|
|                  |                                  |                                  |                       |                               |                                 |                  |                         |                     |
|                  |                                  |                                  |                       |                               |                                 |                  |                         |                     |
|                  |                                  |                                  |                       |                               |                                 |                  |                         |                     |
|                  |                                  |                                  |                       |                               |                                 |                  |                         |                     |
|                  |                                  |                                  |                       |                               |                                 |                  |                         |                     |

### Date of entry of member's name in register

(New members only)

Date of entry

|                      |                      |   |                      |                      |   |                      |                      |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> | / | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|---|----------------------|----------------------|---|----------------------|----------------------|

[D D] [M M] [Y Y]

## C4 Continued... Further changes to the register of members for proprietary companies

Use this section to notify changes to the register of members for your proprietary company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

### The changes apply to

Please indicate the name and address of the member whose shareholding has changed

☐ Family name  Given names

OR

☐ Company name

ACN/ARBN/ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

### Earliest date of change

Please indicate the earliest date that any of the following changes occurred.

Date of change

/   /

[D] [D] [M] [M] [Y] [Y]

### The changes are

| Share class code | Shares increased by<br>... (number) | Shares decreased by<br>... (number) | Total number now held | Total \$ paid on these shares | Total \$ unpaid on these shares | Fully paid (y/n) | Beneficially held (y/n) | Top 20 member (y/n) |
|------------------|-------------------------------------|-------------------------------------|-----------------------|-------------------------------|---------------------------------|------------------|-------------------------|---------------------|
|                  |                                     |                                     |                       |                               |                                 |                  |                         |                     |
|                  |                                     |                                     |                       |                               |                                 |                  |                         |                     |
|                  |                                     |                                     |                       |                               |                                 |                  |                         |                     |
|                  |                                     |                                     |                       |                               |                                 |                  |                         |                     |
|                  |                                     |                                     |                       |                               |                                 |                  |                         |                     |

### Date of entry of member's name in register

(New members only)

Date of entry

/   /

[D] [D] [M] [M] [Y] [Y]