21 December 2012

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



Level 30 85 Castlereagh Street Sydney NSW 2000 GPO Box 4004 Sydney NSW 2001 Australia

Telephone02 9358 7000Facsimile02 9358 7241Internetwww.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 528,613 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 80,585,177. There are 2,228,403,362 stapled securities on issue following this cancellation.

Yours faithfully WESTFIELD GROUP

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

Investments Commission	on	
		Form 484 Corporations Act 200
Change to co	mpany details	
Sections A, B or C may be lodged inde	ependently with this signed cover page to notify ASIC	of:
 A1 Change of address A2 Change of name - officeholders and propri company members A3 Change - ultimate holding company 	B1 Cease company officeholder etary 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 sec	tion of the form, you may photocopy the relevant pag	e(s) and submit as part of this lodgement
Company details	Company name Westfield Holdings Limited ACN/ABN 66 001 671 496	
Refer to guide for information about corporate key	Corporate key	
Lodgement details	Who should ASIC contact if there is a query about	t this form?
An image of this form will be available as part of the public register.	ASIC registered agent number (if applicable) 16234 Firm/organisation Westfield Limited	
	Contact name/position description	Telephone number (during business hours)
	Email address (optional) eliu@au.westfield.com Postal address	
	GPO Box 4004	
	Suburb/City Sydney	State/Territory Postcode 2000
	e yanoy	
Signature This form must be signed by a current offi		
	Name Maureen Therese McGrath	e attached sections of this form are true and complete.
	Capacity Director	
	Company secretary Signature	
	Date signed $ \begin{array}{[]{c}} \boxed{2} \\ \hline{D} \\ \hline{D} \end{array} / \begin{array}{[}{1} \\ \hline{M} \\ \hline{M} \end{array} / \begin{array}{[}{1} \\ \hline{Y} \\ \hline{Y} \end{array} \end{array} $	
Lodgement	Send completed and signed forms to:	For more information
	Australian Securities and Investments Commission, PO Box 4000, Gippsland Mail Centre VIC 3841.	Web <u>www.asic.gov.au</u> Need help? www.asic.gov.au/question

Or lodge the form electronically by visiting the ASIC website www.asic.gov.au

Australian Securities &

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
В	Betc	CUMP	cumulative preference
ЕМР	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.

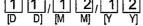
		C1 - Cancellation of shares	C2 - Issue of shares	C3 - Change to share structure table	C4 - Change to members register
	Issue of shares				
	Proprietary company	Not required	1	1	1
[- Public company				
	if in response to the Annual company statement	Not required	1	1	Not required
	if not in response to the Annual company statement	Not required	1	✓ Preferred	Not required
	Cancellation of shares				
	Proprietary company	1	Not required	1	1
	 Public company 				
-m	if in response to the Annual company statement	1	Not required	1	Not required
Lg	if not in response to the Annual company statement	1	Not required	✓ Preferred	Not required
	Transfer of shares				
	Proprietary company	Not required	Not required	Not required	1
[Public company				
-0	if in response to the Annual company statement	Not required	Not required	Not required	Not required
	if not in response to the Annual company statement	Not required	Not required	Not required	Not required
	Changes to amounts paid				
	Proprietary company	Not required	Not required	1	1
[Public company				
	if in response to the Annual company statement	Not required	Not required	1	Not required
	if not in response to the Annual company statement	Not required	Not required	Not required	Not required
	Changes to beneficial ownership				
	Proprietary company	Not required	Not required	Not required	1
[Public company				
	if in response to the Annual company statement	Not required	Not required	Not required	Not required
	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	Redeemable preference shares — S.254J				
boxes)	Redeemed out of proceeds of a fresh issue of shares				
	Capital reduction — S.256A – S.256E				
	Single shareholder company				
	Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place				
	Share buy-back. — ss.257H(3)				
	Minimum holding buy-back by listed company				
		aget 14 days and no more than 1 years before the			
	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				
	Forfeited shares — S.258D				
	Shares returned to a public company — ss.258E(2) & (3)				
	Under section 651C, 724(2), 737 or 738				
	Under section 1325A (court order)				
	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 528,613	\$259,179.79			
-					
	Earliest date of change Please indicate the earliest date that any of the above changes occurred	J.			



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.

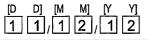
C3 Change to share structure

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		2,228,403,36	2 \$1,518,793,684.51	NIL

Earliest date of change

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



Lodgement details

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

	Yes
\checkmark	No

ASIC Form 484