



**ASX Announcement
8 November 2004**

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STOCKLAND ANNOUNCES TAKEOVER OFFER FOR GENERAL PROPERTY TRUST

The Directors of Stockland Trust Management Limited ("STML"), the Responsible Entity for Stockland Trust, today announced STML's intention to make an offer ("the Stockland offer") by means of an off-market takeover bid for all of the units in General Property Trust ("GPT") of:

0.608 Stockland Stapled Security
for
Each GPT unit

Based on the closing price of Stockland stapled securities on the ASX on 5 November 2004 of \$6.09, the offer equates to \$3.70 per GPT unit and is equivalent to:

- a 22% premium to the three month Volume Weighted Average Price ("VWAP") of GPT units of \$3.03 to 20 May 2004 (the day before GPT units were suspended from trading ahead of the initial Lend Lease announcement); and
- a 35% premium to GPT's Net Tangible Asset Backing ("NTA") per unit of \$2.74 as at 30 June 2004.

The value of the Stockland offer is above the range of \$3.55 to \$3.67 per GPT unit assessed by the Independent Expert to the Independent Directors of GPT Management Limited, as the implied value per existing GPT unit if the proposed Lend Lease stapling scheme was to proceed.

The offer enables GPT unitholders to remain investors in a large, diversified and domestically focused real estate group that is not exposed to the risks inherent in the Lend Lease businesses.

BENEFITS OF THE OFFER

Stockland Managing Director Matthew Quinn said the merger of Stockland with GPT will create Australia's leading diversified property group, with over \$15 billion in tangible assets.

"Stockland's consistent, outstanding financial performance and track record of generating value for securityholders means we are perfectly positioned to merge with and integrate GPT.

"The combination of Stockland's existing business with GPT provides an exceptional platform from which we are confident we can achieve further growth. Stockland's offer is a value add outcome for both GPT and Stockland investors," Mr. Quinn said.

Stockland Corporation Limited
ACN 000 181 733
Stockland Trust Management Limited
ACN 001 900 741; AFSL 241190
As Responsible Entity for Stockland Trust
ARSN 092 897 348



Benefits for GPT Unitholders

- A significant premium to GPT's trading price over the last twelve months;
- Additional diversity of income streams while maintaining a high weighting to secure investment property income;
- Management by Stockland's highly experienced and stable executive team with a proven track record of delivering strong returns to securityholders;
- Increased distributions.

Benefits for Stockland Securityholders

- Strengthens Stockland's position as Australia's leading diversified property group;
- Complementary, high quality investment portfolio;
- Accretive to earnings (1.0%) and distributions (2.1%) per security;
- Increased market capitalisation resulting in enhanced position in the equity market as a top 20 ASX listed stock;
- Improved ability to grow development profits on a measured and sustainable basis leading to enhanced earnings growth without significant increased risk.

Stockland's offer gives GPT unitholders the opportunity to convert their GPT units into Stockland stapled securities at a substantial premium to GPT's historical price.

STOCKLAND'S OFFER IS A SUPERIOR OFFER TO THE LEND LEASE PROPOSAL

- More value
 - In excess of the top end of the value range in the GPT Independent Expert's Report on the proposed Lend Lease scheme, based on Stockland's closing price of \$6.09 on 5 November, 2004
 - Towards the top end (\$3.65) of that value range if Stockland's five day VWAP to 5 November 2004 (\$6.00) is used;
- No exposure to higher risks with third party construction contracts;
- No exposure to Lend Lease contingent liabilities;
- No significant exposure to overseas currency movements;
- No reliance required on capital support to fund distribution growth;
- No exposure to continuing Lend Lease internal restructuring;
- Stronger balance sheet with lower gearing ratio post transaction;
- Higher pro forma earnings per equivalent GPT unit (24.4 cents), and with lower risk than the Lend Lease proposal;
- Achievable cost savings and synergies;
- Higher equivalent Net Tangible Assets per GPT unit.

In addition, Mr Quinn said "GPT's investment property portfolio is an excellent fit with Stockland in terms of size, geographic and sector diversification. We are confident we can enhance returns from the assets to the benefit of our existing securityholders as well as GPT unitholders."



FY05 PROFIT UPGRADE

The announcement of the offer coincides with the release of Stockland's profit and distribution forecasts for the 2005 financial year. The forecast net profit excluding the effect of the proposed merger with GPT is \$516.8m, a 13% increase on FY04, delivering 5% growth in earnings per security to 39.7 cents and 5% growth in distributions per security to 38.8 cents.

"Stockland has a proven track record of consistently creating value for its investors over many years. These forecasts show that all parts of Stockland's existing businesses are performing very strongly and have excellent growth prospects," Mr Quinn said.

The proposal to merge with GPT is expected to be accretive to both earnings and distributions per security in addition to the growth generated from Stockland's existing businesses. Based on a full year pro forma basis, if the offer is successful, earnings per security would be 40.1 cents and distributions per security would be 39.6 cents.

PARTICIPATION IN STOCKLAND'S SUPERIOR RETURNS & GROWTH PROSPECTS

Stockland stapled securities have shown consistently strong growth in price and distributions, and have significantly outperformed in terms of total investor returns.

Five Year Average Total Securityholder Returns

Stockland	19.8%
GPT	15.8%
S&P/ASX 200 Property Trust Index	15.1%
Lend Lease	-6.0%

Source: UBS Real Estate Sector Report 1 November 2004

Following the merger, Stockland's gearing will be approximately 27% on a pro forma basis. This level is well within Stockland's targeted range of 25% to 35%, providing the group with a strong balance sheet to fund future growth opportunities.

CONDITIONS AND PAYMENT TERMS

Refer to annexure for conditions of the offer, including Stockland becoming entitled to not less than 50.1% of the units of GPT.

GPT unitholders accepting the offer will receive the consideration of Stockland stapled securities five days after accepting the offer or five days after the offer becomes unconditional, whichever is later.

GPT unitholders accepting the offer will be entitled to the GPT distribution for the quarter ending 31 December 2004.

Stockland stapled securities issued pursuant to the offer will be entitled to distributions from 1 January 2005.



BIDDER'S STATEMENT

Stockland expects that its Bidder's Statement will be served on GPT Management Ltd and lodged with the ASX and the Australian Securities and Investments Commission within two weeks. A copy of the Bidder's Statement will be made available on Stockland's website at www.stockland.com.au.

Stockland is being advised by UBS AG, Caliburn and Mallesons Stephen Jaques.

WEBCAST

A market briefing will be presented by Matthew Quinn via webcast at 4pm AEST today. Please go to www.stockland.com.au and follow the links to the webcast.

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Stockland (ASX: SGP) is one of the largest and most diversified property groups in Australia with interests in retail, commercial, industrial and residential property investment and development, as well as hotel management. Stockland currently has total assets in Australia and New Zealand of over \$7.2 billion, market capitalisation in excess of \$7 billion, and reported a net profit of \$456 million for the year ended 30 June 2004. Additional information can be found on our website www.stockland.com.au



ANNEXURE

Bidder's Statement - Conditions of the offer

The Offers and any contracts resulting from acceptance of the Offers are subject to fulfilment of the following conditions:

- (a) **(minimum acceptance)** That during or at the end of the Offer Period the aggregate number of GPT Units held by STML (other than as a result of acceptances of this Offer) and the number of GPT Units in respect of which acceptances have been received by STML, as a percentage of the total number of GPT Units on issue exceeds 50.1%;
- (b) **(Foreign Acquisitions and Takeovers Act)** The Treasurer of the Commonwealth of Australia consents under the Foreign Acquisitions and Takeovers Act 1975 ("**Act**") to the proposed acquisition by STML of GPT and the Treasurer is taken to have so consented:
 - (i) if STML receives written advice from or on behalf of the Treasurer to the effect that the acquisition of GPT is not inconsistent with the Australian Government's foreign investment policy or is not objected to under the Act; or
 - (ii) if notice of the proposed acquisition of GPT is given to the Treasurer and the Treasurer has ceased to be empowered to make any order under Part II of the Act in relation to the proposed acquisition because of lapse of time;
- (c) **(no restraining orders)** That between the Announcement Date and the end of the Offer Period:
 - (i) there is no preliminary or final decision, order or decree issued by a Public Authority; and
 - (ii) no application is made to any Public Authority (other than by any member of the Stockland Group), or action or investigation is announced, threatened or commenced by a Public Authority,

in consequence of or in connection with the Offer (other than a determination by ASIC or the Takeovers Panel in exercise of the powers and discretions conferred by the Corporations Act), which:

- (iii) restrains or prohibits (or if granted could restrain or prohibit), or otherwise materially adversely impacts on, the making of the Offer or the completion of any transaction contemplated by the Offer (whether subject to conditions or not) or the rights of STML in respect of GPT and the GPT Units to be acquired under the Offer; or
 - (iv) requires the divestiture by STML of any GPT Units, or the divestiture of any assets of the GPT Group, the Stockland Group or otherwise.
- (d) **(no material adverse effect)** That there are no events or occurrences or matters, other than Permitted Matters, which individually, or when aggregated with all such events, occurrences or matters, could reasonably be expected to:



- (i) have an adverse effect on the consolidated assets or liabilities (including contingent liabilities as recognised in the preparation of financial statements) of the GPT Group exceeding \$400 million; or
- (ii) have an adverse effect on the consolidated net profits after tax of the GPT Group that exceeds \$40 million per annum (after taking into account any matters which offset the impact of the event or occurrence giving rise to the adverse effect),

having occurred, been discovered, been announced, been disclosed or otherwise becoming known to Stockland between the Announcement Date and the end of the Offer Period.

- (e) **(prescribed occurrences)** That during the Bid Period, none of the following events happen:
 - (i) GPT converts all or any of its units into a larger or smaller number of units;
 - (ii) GPT or a sub-trust of GPT resolves to reduce its capital in any way;
 - (iii) GPT or a sub-trust of GPT enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement;
 - (iv) GPT or a sub-trust of GPT issues units, or grants an option over its units, or agrees to make such an issue or grant such an option;
 - (v) GPT or a sub-trust of GPT issues, or agrees to issue, convertible notes;
 - (vi) GPT or a sub-trust of GPT disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
 - (vii) GPT or a sub-trust of GPT charges, or agrees to charge, the whole, or a substantial part, of its business or property;
 - (viii) GPT or a sub-trust of GPT resolves to be wound up;
 - (ix) a liquidator or provisional liquidator of GPT or a sub-trust of GPT is appointed;
 - (x) a court makes an order for the winding up of GPT or a sub-trust of GPT;
 - (xi) an administrator of GPT or a sub-trust of GPT is appointed under section 436A, 436B or 436C of the Corporations Act;
- (f) **(Distributions and redemptions)** That between the Announcement Date and the end of the Offer Period GPT does not make or offer to make a distribution of income or capital to GPT Unitholders other than:
 - (i) a quarterly distribution in the ordinary course, in an amount consistent with previous quarterly distributions;
 - (ii) a redemption of units in the ordinary course which when aggregated with other redemptions during that period does not exceed \$50 million; or
 - (iii) an offer first made before the announcement date.



- (g) **(LLC Proposal)** That the LLC Stapling Proposal is not implemented before the end of the Offer Period;
- (h) **(No material acquisitions or disposals)** Except for any proposed transaction publicly announced by GPT prior to the Announcement Date, none of the following events occurs during the period from the Announcement Date to the end of the Offer Period:
 - (i) GPT, or any GPT subsidiary or associated trust acquires or agrees to acquire one or more assets for an amount in aggregate greater than \$50 million;
 - (ii) GPT or any GPT subsidiary or associated trust disposes, or agrees to dispose of one or more companies, business or assets (or an interest in one or more companies, businesses or assets) for an amount in aggregate greater than \$50 million;
 - (iii) GPT or any GPT subsidiary or associated trust waives, or otherwise impedes, encumbers or disposes of, its rights under any pre-emptive right or rights of first refusal in respect of any asset which has a value of more than \$50 million;
 - (iv) GPT or any GPT subsidiary or associated trust disposes, or agrees to dispose of any part of its interest in any joint venture, trust or partnership:
 - (A) in which GPT or any GPT subsidiary or associated trust has an interest which is valued in the most recent statement of financial position of GPT at \$50 million or more;
 - (B) which results in a change of control of the assets the subject of the joint venture, trust or partnership;
 - (v) GPT or any GPT subsidiary or associated trust enters into or announces that it proposes to enter into any joint venture, trust or partnership, involving a commitment of greater than one year or a commitment of greater than \$50 million;
 - (vi) GPT Management enters into a new property management contract or extends an existing property management contract for a period exceeding 12 months; or
 - (vii) GPT Management enters into a construction contract with a member of the LLC Group or any other related party (other than a contract for the construction of a specific project on arm's length terms)

Defined terms:

Announcement Date means 8 November 2004, being the date of announcement of the Offer.

ASIC means Australian Securities and Investments Commission.

Bid Period means the period commencing when the bidder's statement is given to GPT Management and ending at the end of the Offer Period.

GPT Management means GPT Management Limited.

GPT Unitholder means a holder of GPT Units.



GPT Units means fully paid ordinary units in the capital of GPT.

LLC means Lend Lease Corporation Limited.

LLC Group means LLC and its controlled companies or trusts as at the date of the bidder's statement.

LLC Stapling Proposal means the proposed stapling merger of GPT and LLC set out in the Explanatory Memorandum released to the Australian Stock Exchange on 15 October 2004, as amended, varied or replaced.

Offer means the offer by STML to acquire GPT Units as described in this announcement.

Offer Period means the period during which the Offer is open for acceptance.

Permitted Matter means an event, occurrence or matter:

- a) arising as a result of general economic, regulatory or political conditions or changes in those conditions (including changes in interest rates and exchange rates and changes in tax, securities or other applicable laws);
- b) relating to changes in business conditions of general industries in which members of GPT Group operate as at the Announcement Date; or
- c) ascertainable from information publicly available before the Announcement Date.

Public Authority means any government or any governmental, semi-governmental, administrative, statutory or judicial entity, authority or agency, whether in Australia or elsewhere, including any self-regulatory organisation established under statute or any stock exchange.

Stockland Group means Stockland Corporation Limited and Stockland Trust and their controlled companies or trusts as at the date of the bidder's statement.

Stockland's offer to acquire GPT

8 November 2004



Stockland

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Section 1

The Offer

The Offer

- 0.608 Stockland security for each GPT unit
- Equates to \$3.70 for each GPT unit¹
- Exceeds the top end of the GPT Independent Expert's implied value range of \$3.55 to \$3.67 per unit under the proposed Lend Lease scheme
- Minimum 50.1% acceptance and other usual conditions

• (1) the value of Stockland's offer is calculated using the closing price of Stockland securities on 5 November 2004 of \$6.09

Merger rationale

- Creation of Australia's leading diversified property group
- A strong platform for further growth opportunities at lower risk
- A proven integrated management and capital structure with improved scale
- Create a Top 20 listed entity on the ASX with a combined market capitalisation in excess of \$15bn
- Highly complementary business model

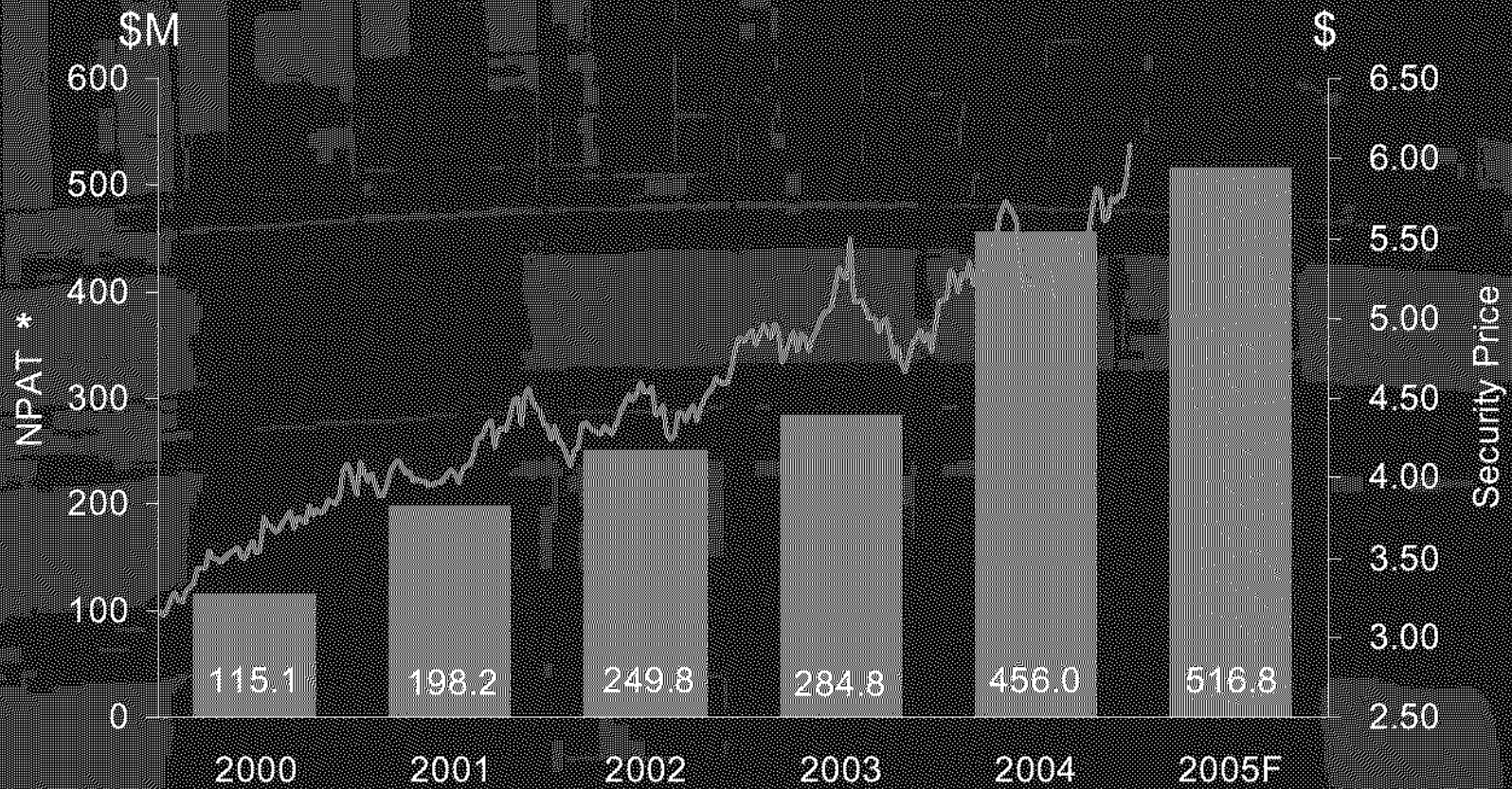
Stockland's Performance

Stockland's business model

- Stockland has been a stapled security since 1982
- 22 years of consecutive profit growth from 1982 to 2004
- Alignment of securityholder and management interests is embedded in our culture
- Diversity of assets and income streams spreads risk and enhances returns
- Specialist management teams for retail, commercial, industrial, hotels and residential properties
- Governed by a strong and experienced Board

Stockland's performance

Stockland has consistently delivered significant growth in both profit and security price



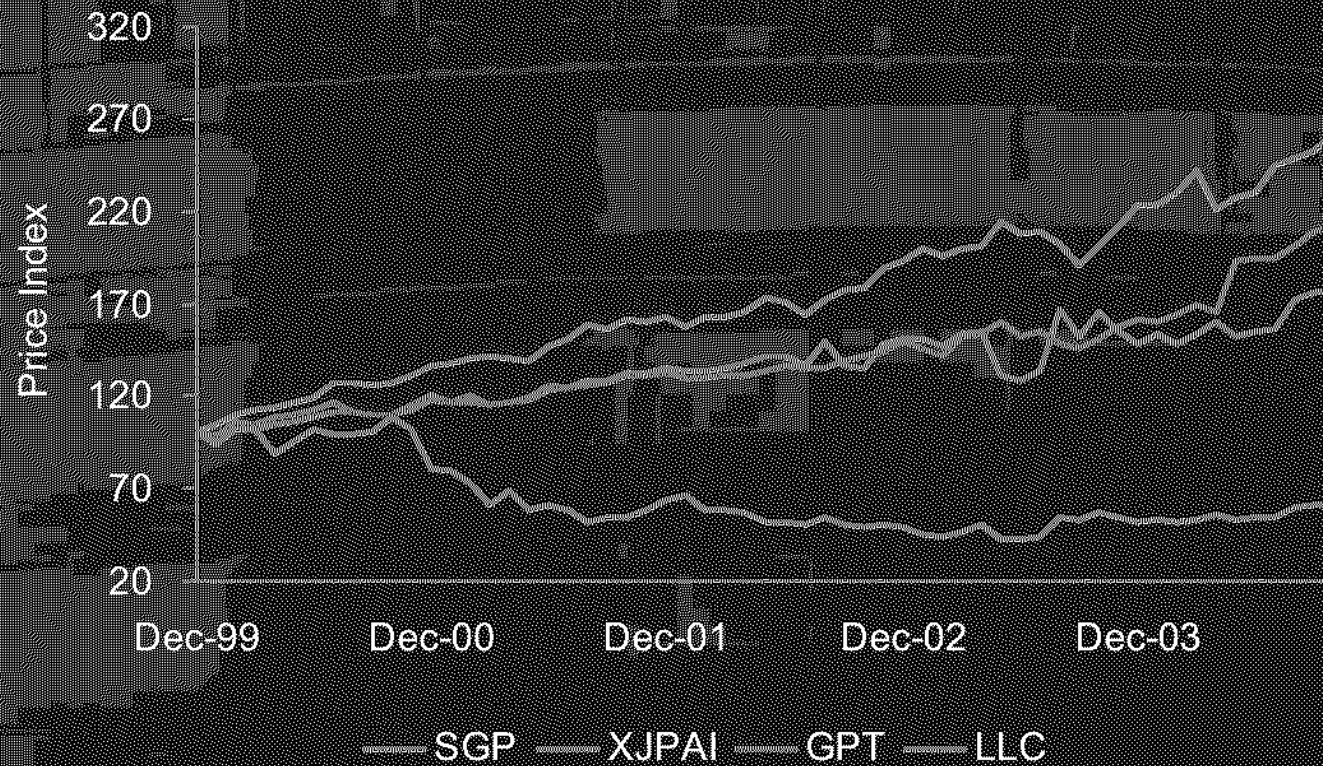
Source: IRESS / Stockland Financial Statements before impact of offer for GPT

* Before significant items

Stockland's performance

Stockland has significantly outperformed market benchmarks

Relative Total Security Price Performance

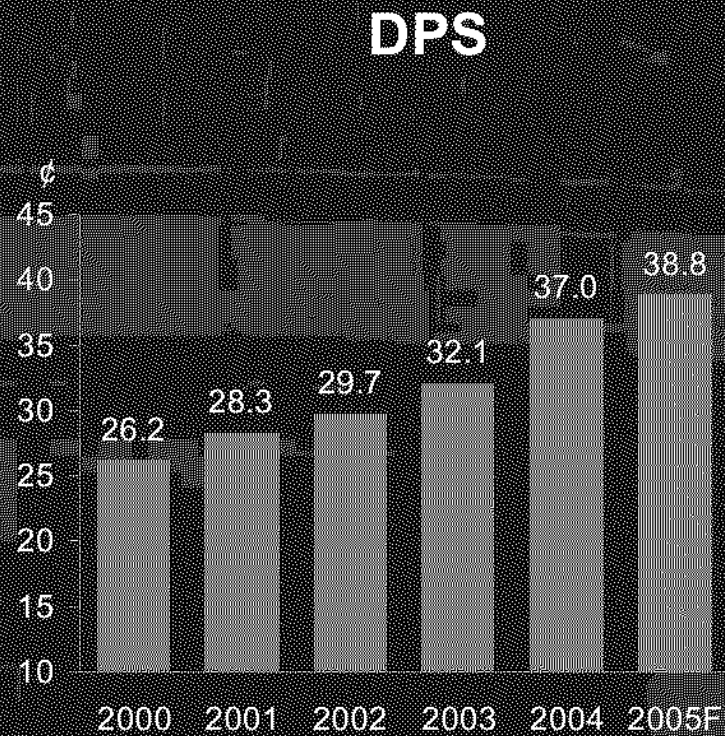
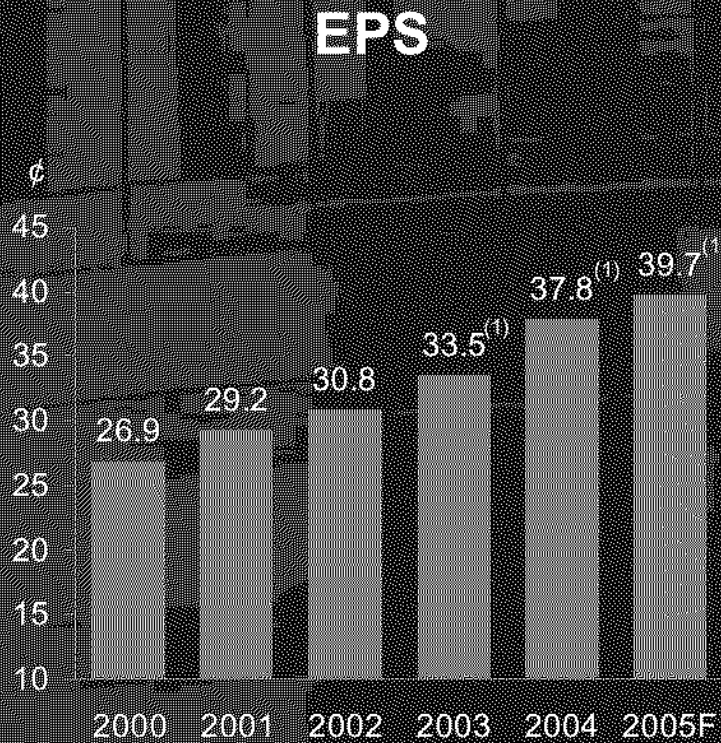


Source: UBS

31 December 1999 to 31 October 2004

Underlying business performing strongly

Directors' forecast for FY05 shows year on year growth of 5.0% in EPS and DPS which is ahead of consensus forecast



Notes:

(1) Before significant items and impact of the offer for GPT

Operating highlights 1st Qtr FY05

SHOPPING CENTRES

- Comparable Net Income growth of 4.9% ⁽¹⁾
- Comparable MAT growth 4.9%
- Specialty occupancy cost 9.9%, specialty sales \$8,700m²
- Vacancy rate 0.2% of GLA
- 161 leasing transactions. 38 renewals completed, 12.3% rental growth
- Development pipeline on track

Note 1: rolling annual

Operating highlights 1st Qtr FY05

COMMERCIAL AND INDUSTRIAL

Commercial

- 41,000m² leased
- Vacancy reduced from 1.7% to 1.6%
- Lease expiries to June 05 reduced from 10% to 7%

Industrial & Office Parks

- 55,000m² leased
- Vacancy reduced from 1.7% to 0.1%
- Lease expiries to June 05 reduced from 15% to 10%

Operating highlights 1st Qtr FY05

DEVELOPMENT DIVISION

- Launched six new projects to market
- Acquired five new projects – total of 3,267 lots/apartments with an estimated end value of \$925 million
- Settlements to date and contracts on hand as at 31 October 2004 represent over 60% of full year forecast revenue
- Residential Estates margin maintained at over 30%

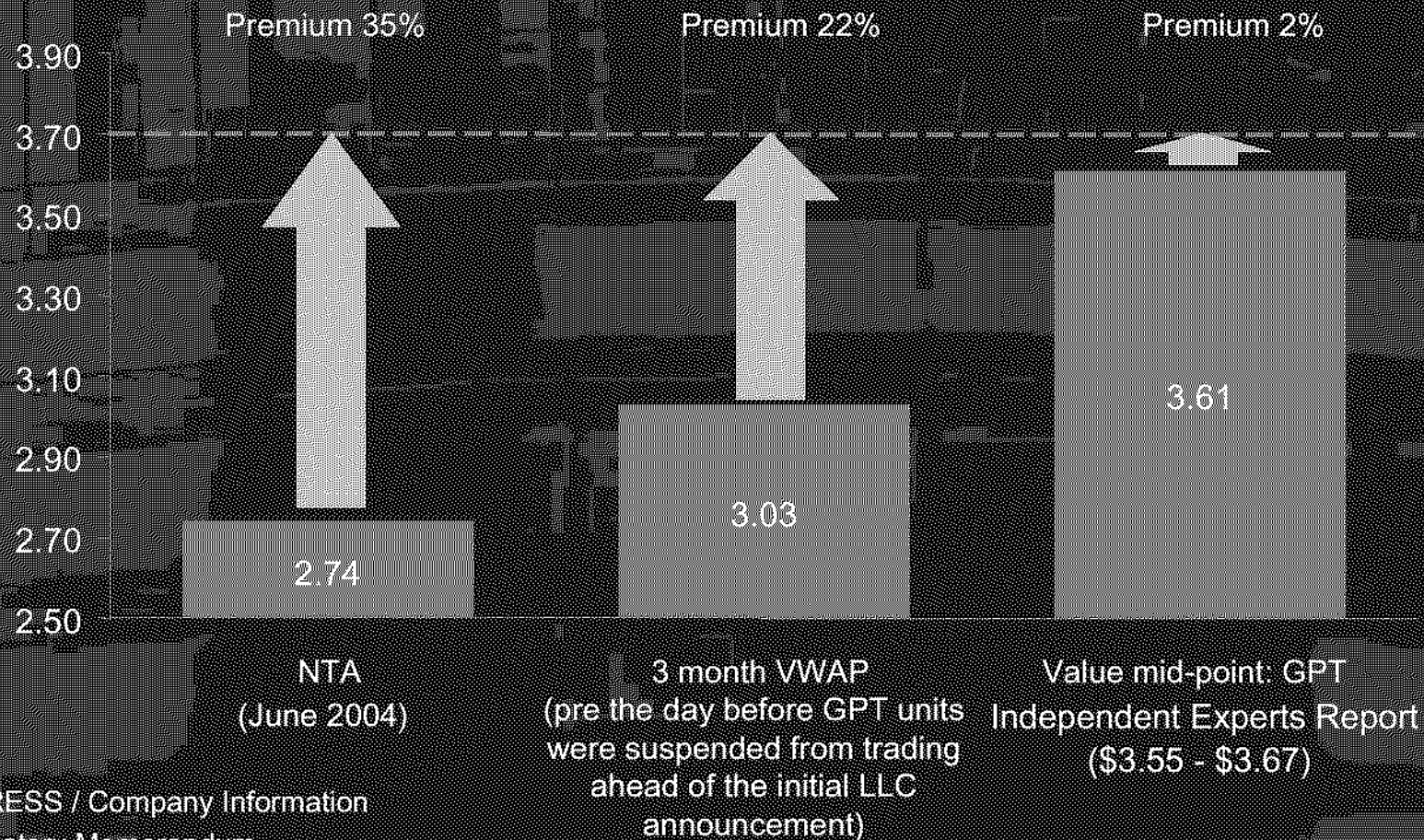
Benefits to GPT Unitholders

Benefits to GPT unitholders

- Complementary to GPT's existing business model
- Exposure to a proven and consistent growth strategy
- Premium price to historical market trading prices and NTA
- Increased earnings and distributions
- Highly experienced Board and Management team
- More diversified asset base
- Enhanced growth profile

Offer premium

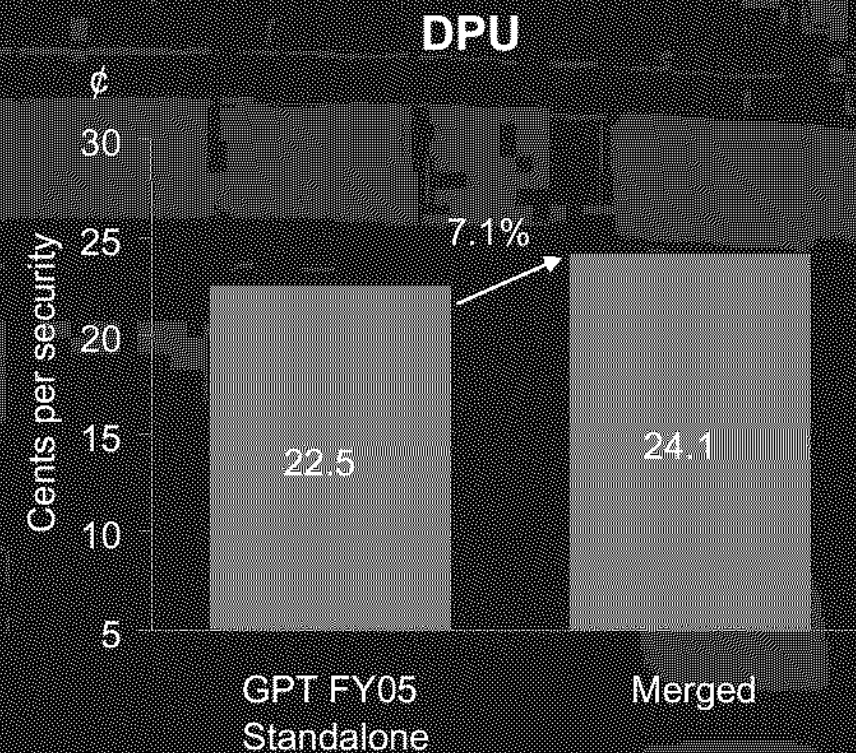
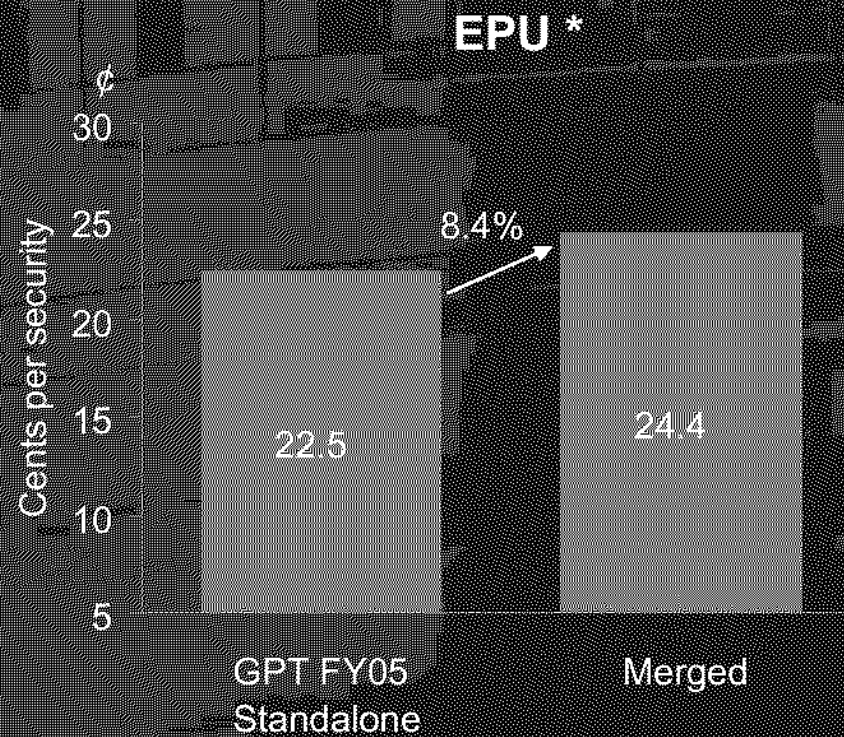
Stockland's offer provides a premium over key GPT indicators of value



Sources: IRESS / Company Information
GPT Explanatory Memorandum

Increased returns

DPU and EPU to GPT unitholders to be enhanced based on a consistent corporation payout ratio of 90%



* Before significant items

Benefits to Stockland Securityholders

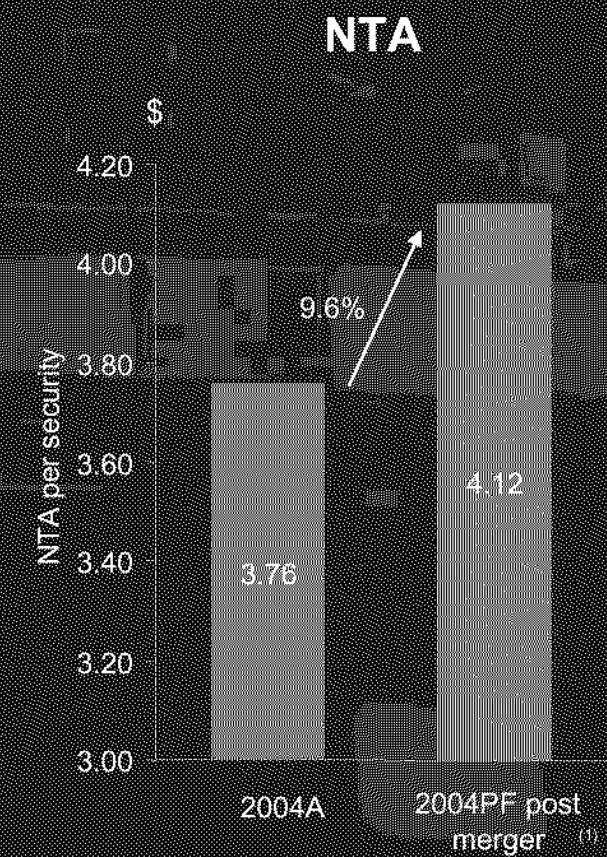
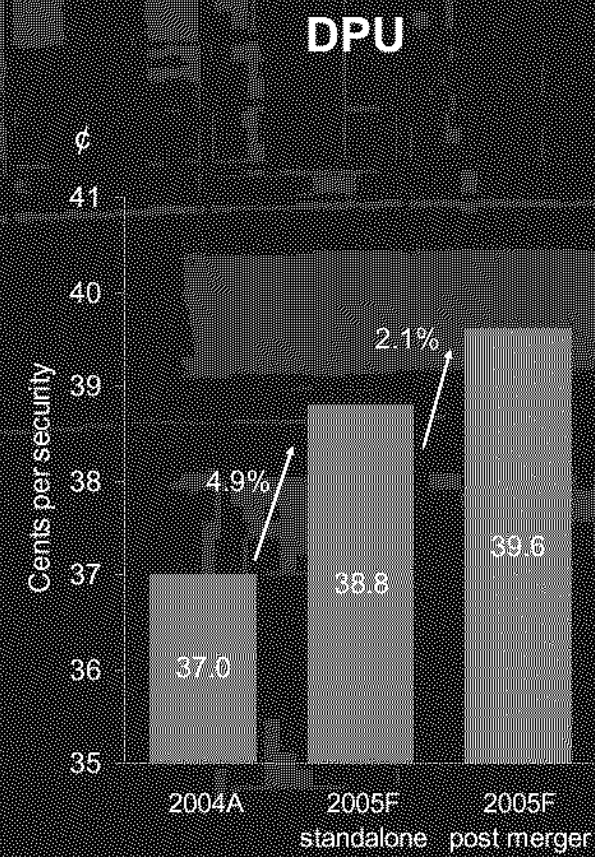
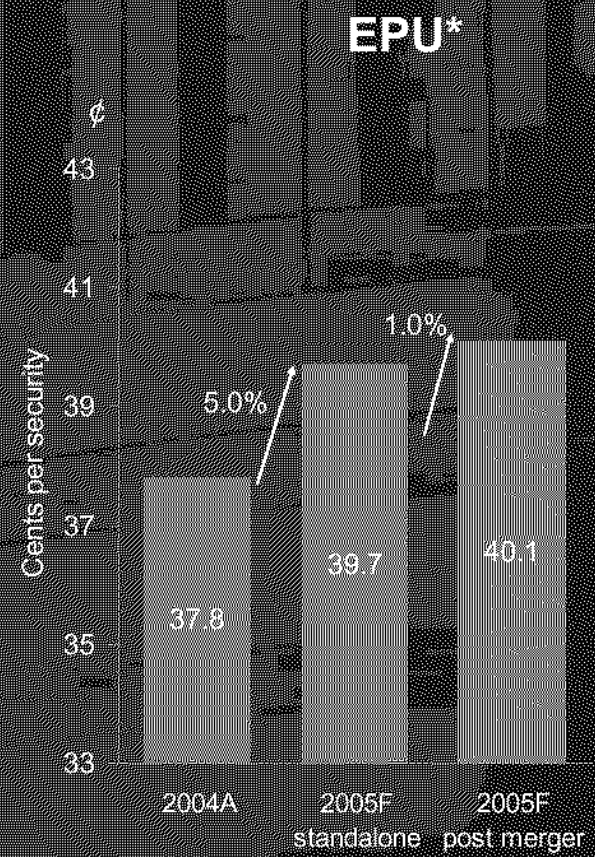
Key benefits to Stockland securityholders

- Strengthens Stockland's position as Australia's leading diversified property investment and development group
- Complementary, high quality investment property portfolio
- Accretive to already strong earnings and distribution growth
 - Annualised EPS impact + 1.0% to 40.1cps
 - Annualised DPS impact + 2.1% to 39.6cps
- Maintains strong and flexible financial position
 - Pro forma gearing 27%¹
- Enhanced position in the equity market – Top 20 ASX stock
- Operating platform further enhanced

(¹) Total borrowings to total tangible assets

Key financial benefits to Stockland securityholders

Further strengthens financial returns



Note: ⁽¹⁾ Represents Pro forma 30 June 2004 actual figures

* Before significant items

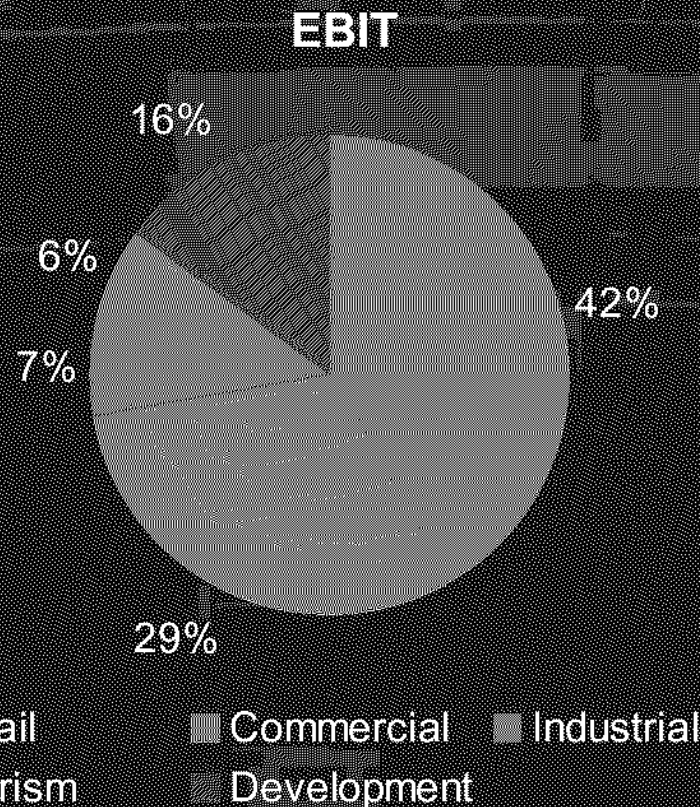
Section 5

The Business Post Merger

Portfolio composition

- Expansion of existing business model with balance of investment income and development profits

Pro Forma EBIT Post Merger



Benefits—Shopping Centre Division

- Merged group creates the second largest owner / manager of shopping centres in Australia
- Synergies from increased scale of operations and Stockland branding
- Retail assets will represent 49% of investment assets

	Stockland	GPT	Combined
Centres	40	29 ¹	69
Asset Value	2.7	3.9 ¹	6.6
GLA (m ²)	878,000	933,000 ¹	1,811,000
Turnover (\$bn)	4.2	3.7 ²	7.9
Customer visits (m)	128	133 ²	261

Note:

1 Includes Homemaker Centres. Data per GPT Explanatory Memorandum and September Quarterly Operational Update

2. Data per GPT Annual Report

Benefits—Shopping Centre Division

- Excellent geographic fit
 - Increased exposure to metropolitan Sydney
 - Significant presence in metropolitan Melbourne
- Combined development pipeline of \$1.7 billion

Benefits—Commercial and Industrial Division

- Excellent strategic fit in both location and quality with the highest market exposure to Sydney
- 84% of combined commercial assets are Prime

	SGP		GPT		Combined	
	No	Value \$000	No	Value \$000	No	Value \$000
Commercial	29	1,780	13	3,031	42	4,811
Industrial/Office Parks	20	691	10	328	30	1,019

Source: Company information

Benefits—Commercial and Industrial Division

- Economies of scale and synergies from management of the GPT assets
- Scope for rental growth through reduced vacancies from Stockland Management

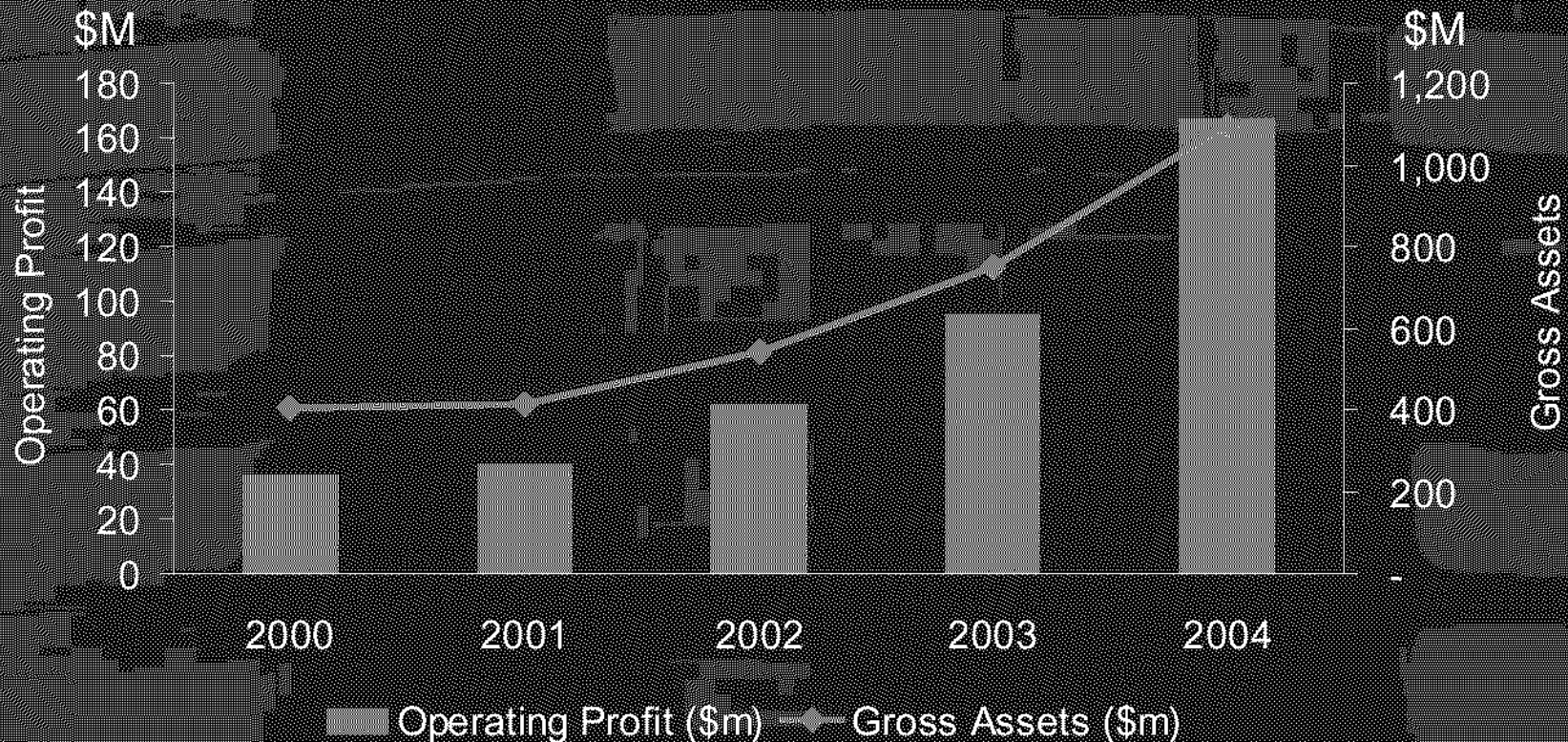
Office portfolio	Vacancy comparison June 04	Vacancy comparison Sept 04
Stockland	1.7%	1.6%
GPT	7.0%	6.4%
Industrial/Office Parks		
Stockland	1.7%	0.1%
GPT	6.0%	3.0%

Benefits - Development Division

- Focused on the residential estate market, with a strong emphasis on owner occupiers
- Long pipeline – 36,500 lots with an estimated end value in excess of \$8 billion
- Geographically well diversified portfolio

Benefits - Development Division

- Lower weighting of development assets post merger creates opportunities for growth through increased market share
- Growth will be strategic and risks managed in line with historical track record:



Annualised cost savings

Stockland expects significant cost savings from the merger

	Cost savings (\$m)
Savings in Responsible Entity fees and trust expenses	25
Synergies of merging property/asset management	15
Total savings after tax	40

Section 6

Superior Offer to Proposed Lend Lease Scheme

Superior offer to Proposed Lend Lease Scheme

- More value
 - In excess of the top end of the value range in the GPT Independent Expert's Report on the proposed Lend Lease scheme, based on Stockland's closing price of \$6.09 on 5 November, 2004
 - Towards the top end (\$3.65) of that value range if Stockland's 5 day VWAP to 5 November, 2004 (\$6.00) is used
- No exposure to high risk third party construction contracts
- No exposure to Lend Lease contingent liabilities
- No significant exposure to overseas currency movements
- No reliance required on capital support to fund distributions
- No exposure to continuing Lend Lease internal restructuring
- Stronger balance sheet with lower gearing ratio post transaction
- Higher pro forma earnings per equivalent GPT unit (24.4 cents) and with lower risk than the proposed Lend Lease scheme
- Achievable cost savings and synergies
- Higher equivalent Net Tangible Assets per GPT unit, \$2.50 vs \$2.12

Section 7

Timetable and Implementation

Implementation

Key conditions ¹

- ◆ Lend Lease's proposed "stapling" scheme does not proceed
 - ◆ Minimum acceptances of 50.1%
 - ◆ No material acquisitions, disposals or new related party transactions
 - ◆ No material adverse change or certain regulatory occurrences
-

Timetable ²

Offer announced	8 November, 2004
Offer opens / Bidder's Statement sent to GPT unitholders	Early December, 2004
Offer closes, unless otherwise extended	Early January, 2005

Note:

1. The offer conditions are set out in greater detail in the annexure to the ASX announcement of 8 November, 2004

2 Indicative only and subject to change

Conclusion

- The Stockland offer for GPT provides a value added solution for all stakeholders
- The combination of Stockland and GPT will create the leading diversified property group in Australia
- Strategic enhancement of Stockland's already strongly performing business
- Superior value for GPT unitholders compared to the proposed Lend Lease scheme
 - significant value premium
 - consistent business model
 - less risk

Disclaimer

Corporation/ Responsible Entity

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Disclaimer of Liability:

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