



7 July 2003

Westfield Management Limited

Level 24, Westfield Towers
100 William Street
Sydney NSW 2011
GPO Box 4004
Sydney NSW 2001
Australia

Telephone 02 9358 7000

Facsimile 02 9358 7077

Internet westfield.com

The Manager
Company Announcements Office
Australian Stock Exchange Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

The Manager
Companies
New Zealand Stock Exchange Limited
Level 9, ASB Bank Tower
2 Hunter Street
Wellington NEW ZEALAND

Dear Sirs

SUBSTANTIAL HOLDER NOTICE – AMP SHOPPING CENTRE TRUST

Attached is a Form 604 – Notice of Change of Interests of Substantial Holder – given to AMP Shopping Centre Trust.

The notice is given on behalf of the Westfield Holdings Group and certain AMP companies, namely AMP Life Limited, AMP Henderson Global Investors Limited, AMP Pacific Fair Pty Limited and AMP Macquarie Pty Limited ("**AMP Co-owners**"), at the request, and with the authorisation, of those companies. This arrangement is for convenience having regard to the relatively small relevant interest of the AMP Co-owners in ART and the fact that, by virtue of the association described in the form 604 given by the Westfield Holdings Group on 28 May 2003, the voting power of the AMP Co-owners is affected by the changes in relevant interests of the Westfield Holdings Group.

Yours faithfully

Westfield Management Limited
Responsible Entity of Westfield Trust

Simon Tuxen
Company Secretary

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme AMP SHOPPING CENTRE TRUST

ACN/ARSN ARSN (087 393 397)

1. Details of substantial holder (1)

Company Name WESTFIELD MANAGEMENT LIMITED (ACN 001 670 579) (AS RESPONSIBLE ENTITY OF WESTFIELD TRUST) AND THE ENTITIES LISTED IN ANNEXURE A ("WESTFIELD HOLDINGS GROUP") AND AMP LIFE LIMITED (ACN 079 300 379), AMP HENDERSON GLOBAL INVESTORS LIMITED (ACN 001 777 591), AMP PACIFIC FAIR PTY LIMITED (ACN 103 734 890), AMP MACQUARIE LIMITED (ACN 103 734 890) ("AMP COOWNERS")

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 4 July 2003

The previous notice was given to the company on 3 July 2003

The previous notice was dated 3 July 2003

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice Person's votes	Voting power (5)	Present notice Person's votes	Voting power (5)
Ord units	754,625,292 Includes the relevant interests of the Westfield Holdings Group in 754,109,327 ordinary units (see 4 below) plus the relevant interests of the AMP Co-owners in certain ordinary units (by reason of the association described in the notice dated 28 May 2003 by Westfield Management Limited).	93.07%	777,009,118 Includes the relevant interests of the Westfield Holdings Group in 776,493,153 ordinary units (see 4 below) plus the relevant interests of the AMP Co-owners in certain ordinary units (by reason of the association described in the notice dated 28 May 2003 by Westfield Management Limited).	95.83%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last requested to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure "B"	Parliv Pty Limited and all other members of the Westfield Holdings Group	Acceptances of Offer dated 10 June 2003 made under Parliv Pty Ltd's off-market takeover bid	See Annexure "C"	22,383,826 ordinary units	22,383,826

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Parliv Pty Limited	Parliv Pty Limited	Parliv Pty Limited	Relevant interest under section 608(1) of the Corporations Act 2001 (Cth) as the holder of ordinary units.	701,533,848 Ordinary units	701,533,848
All other members of the Westfield Holdings Group	Parliv Pty Limited	Parliv Pty Limited	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth).	701,533,848 Ordinary units	701,533,848
Parliv Pty Limited	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Relevant interest under section 608(8) of the Corporations Act 2001 (Cth) pursuant to acceptances of offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	27,251,301 ordinary units	27,251,301
All other members of the Westfield Holdings Group	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth).	27,251,301 ordinary units	27,251,301
Parliv Pty Limited	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Relevant interest under section 608(8) of the Corporations Act 2001 (Cth) pursuant to acceptances of offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	33,893 ordinary units with ASX code ARTN	33,893

	Limited's off-market takeover bid (see Annexure "C")	Annexure "C")			
All other members of the Westfield Holdings Group	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Unknown – various holders accepting the offer dated 10 June 2003 made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth).	33,893 ordinary units with ASX code ARTN	33,893
Parliv Pty Limited	Unknown – sellers on ASX	Parliv Pty Limited	Person entitled to be registered as the holder of the units	47,674,111 Ordinary units	47,674,111
All other members of the Westfield Holdings Group	Unknown – sellers on ASX	Parliv Pty Limited	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth).	47,674,111 Ordinary units	47,674,111
AMP Life Limited	AMP Life Limited	AMP Life Limited	AMP Life is entitled to be the registered of the class and number of securities listed beside its name.	304,022 ordinary units	304,022
AMP Henderson Global Investors Limited ('AMP-HGI')	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited	AMP-HGI, in its capacity as the investment manager for the persons or trusts listed beside its name, has the power to control voting and/or the disposal of securities.	211,943 ordinary units	211,943

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Each of the members of the Westfield Holdings Group	Level 24, 100 William Street, Sydney NSW 2011
AMP Life Limited, AMP Henderson Global Investors Limited, AMP Pacific Fair Pty Limited and AMP Macquarie Pty Limited	33 Alfred Street, Sydney NSW 2000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000

Signature

print name SIMON TUXENcapacity COMPANY SECRETARY**sign here**date 7 July 2003**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associates" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg, if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 3 pages referred to in the Form 604 *Notice of change of interests of substantial shareholder* signed by me and dated 7 July 2003.

Simon Tuxen

Company Secretary
Westfield Management Limited
Responsible Entity of Westfield Trust

1. Details of Westfield Holdings Group:

Entities incorporated in Australia

Adurant Pty Limited ACN 003 155 628
Alphen Pty Limited ACN 052 136 348
Annsa Pty Ltd ACN 093 890 236
Bobian Pty Limited ACN 100 435 578
Cavemont Pty Limited ACN 090 008 601
Croissy Pty Ltd ACN 002 863 523
Gaural Pty Ltd ACN 003 101 924
Greissen Limited ACN 003 293 534
Lourens Pty Limited ACN 076 681 797
Lycus Pty Limited ACN 002 253 161
Marchet Limited ACN 008 625 250
Mitcec Limited ACN 093 642 865
Nauthiz Pty Ltd ACN 003 087 661
Orta Pty Limited ACN 008 617 810
Parliv Pty Limited ACN 056 002 558
Regional Shopping Centre Nominees Pty Limited ACN 050 044 785
Risemond Pty Limited ACN 093 719 852
Samel Pty Limited ACN 008 620 586
Titania Services Pty Ltd ACN 010 746 273
Tunini Pty Limited (In Liquidation) ACN 003 152 305
Variscite Pty Ltd ACN 003 089 905
Westfield Alliances (NZ) Pty Limited ACN 100 759 126
Westfield Alliances Carindale Pty Limited ACN 098 563 252
Westfield Alliances Pty Limited ACN 098 357 521
Westfield America Management Limited ACN 072 780 619
Westfield American Investments Pty Limited ACN 003 161 475
Westfield Capital Assets Pty Limited ACN 003 146 307
Westfield Capital Corporation Finance Pty Limited ACN 003 077 816

Westfield Capital Corporation Limited ACN 008 589 384
 Westfield Capital Financial Services Limited ACN 008 618 166
 Westfield Custodian Pty Limited ACN 098 698 652
 Westfield Design and Construction Pty Limited ACN 000 267 265
 Westfield Developments Pty Ltd ACN 001 134 676
 Westfield European Investments Pty Ltd ACN 003 727 651
 Westfield Funds Management Limited ACN 003 613 410
 Westfield Holdings Limited ACN 001 671 496
 Westfield Internet Shoppingtown Pty Limited ACN 078 618 201
 Westfield Limited ACN 000 317 279
 Westfield Management Limited ACN 001 670 579
 Westfield No. 1 Pty Limited ACN 098 357 558
 Westfield No. 4 Pty Limited ACN 100 458 437
 WestfieldProjects (Australia) Limited ACN 008 598 409
 Westfield Promotion Fund Management Pty Ltd ACN 011 047 215
 Westfield Queensland Pty Limited ACN 004 855 878
 Westfield RSCF Management Limited ACN 050 054 245
 Westfield Services Pty Limited ACN 002 861 690
 Westfield Shopping Centre Management Co Pty Limited ACN 000 712 710
 Westfield Shopping Centre Management Co (ACT) Pty Limited ACN 008 612 002
 Westfield Shopping Centre Management Co (Qld) Pty Limited ACN 010 310 059
 Westfield Shopping Centre Management Co (SA) Pty Ltd ACN 008 139 580
 Westfield Shopping Centre Management Co (Vic) Pty Limited ACN 007 280 908
 Westfield Shoppingtown Carousel Pty Ltd ACN 060 037 621
 Westfield US Investments Pty Limited ACN 062 325 786
 Westfield (Parramatta) Pty Ltd ACN 000 856 682
 WestUS Pty Limited ACN 008 588 458
 Woodfield Pty Ltd ACN 001 134 685
 WRS Pty Ltd ACN 070 100 793
 Zed Investments Pty Limited ACN 003 713 362

Entities incorporated in the United Kingdom

Broadmarsh Retail General Partner Limited
 Fox Retail General Partner Limited
 Westfield Shoppingtowns Limited
 Westfield UK General Partner Limited
 Westfield UK (Nominee) Limited

Entities incorporated in Jersey

Westfield Management Jersey Limited

Westfield Management Jersey (Nominee) Limited

Entities incorporated in the United States

WCMI (Texas), Inc

Westfield Benefit, Inc

Westfield Concession Management, Inc

Westfield Corporation, Inc

Westfield Gift Card Management, Inc

Westfield Project Management Corporation, Inc

Westfield Services, Inc

Westfield Management Acquisition, Inc

Westland Realty, Inc

Entities incorporated in New Zealand

Westfield Properties (New Zealand) Limited

Westfield Leasing (NZ) Limited

Westfield Shopping Centre Management Co (NZ) Limited

Westfield (New Zealand) Limited

Entities incorporated in Malaysia

Westasia Malls Sdn Bhd

Westfield Shoppingtowns Corporation Sdn Bhd

Entities incorporated in Luxembourg

Darmor SA

Annexure B

This is Annexure B of 1 page referred to in the Form 604 Notice of change of interests of substantial shareholder signed by me and dated 7 July 2003.

Simon Tuxen

Company Secretary
Westfield Management Limited
Responsible Entity of Westfield Trust

Acceptance of Offer dated 10 June made under Parliv Pty Limited's off-market takeover bid (see Annexure "C")

Date of change	Class and number of securities affected	Person's votes affected
3 July 2003	3,206,738 Ordinary Units	3,206,738
4 July 2003	19,177,088 Ordinary Units	19,177,088

Annexure C

This is Annexure C of 1 page referred to in the Form 604 *Notice of change of interests of substantial shareholder* signed by me and dated 3 July 2003.

The terms of the offer are set out in Section 1 (Formal Terms of the Offer) of the Bidder's Statement dated 2 June 2003 (incorporating the first supplementary bidder's statement dated 5 June 2003) which was attached to the Form 604 *Notice of change of interests of substantial shareholder* dated 19 June 2003, which also annexed the notice dated 10 June 2003 declaring the offers unconditional.

The consideration under the takeover bid is set out in section 1.3 of the Formal Terms of the Offer

Simon Tuxen

Company Secretary
Westfield Management Limited
Responsible Entity of Westfield Trust