



17 July 2003

Level 16  
157 Liverpool Street  
Sydney NSW 2000

Mr Graham Gates  
Announcements Officer  
Company Announcements Office  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Tel: (02) 9321 1500  
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[www.stockland.com.au](http://www.stockland.com.au)

Dear Sir

**Compulsory acquisition of outstanding ADP units**

Stockland Trust Management Limited as responsible entity for the Stockland Trust ("**Stockland**") refers to its off-market takeover bid for all units in AMP Diversified Property Trust ("**ADP**") which closes at 6.00pm (Sydney time) on 17 July 2003.

Stockland announces that, following closure of the takeover offer, it will today commence the process for compulsorily acquiring the outstanding ADP units by lodging a compulsory acquisition notice (Form 6021) with ASIC.

As required by paragraph 661B(1)(d) of the Corporations Act, Stockland attaches, by way of service, a compulsory acquisition notice (Form 6021) which relates to the compulsory acquisition. A copy of the letter to be dispatched to the remaining ADP unitholders is also attached.

Yours faithfully

**PHILLIP HEPBURN**  
General Counsel and Group Secretary

Stockland Corporation Limited  
ABN 43 000 181 733

Stockland Trust Management Limited  
As Responsible Entity for  
Stockland Trust ARSN 092 897 348

ASIC registered agent number \_\_\_\_\_  
**lodging party or agent name** \_\_\_\_\_  
 office, level, building name or PO Box no. \_\_\_\_\_  
 street number & name \_\_\_\_\_  
 suburb/city \_\_\_\_\_  
 telephone \_\_\_\_\_  
 facsimile \_\_\_\_\_  
 DX number \_\_\_\_\_

ASS. ☐ REQ-A ☐  
 CASH. ☐ REQ-P ☐  
 PROC. ☐

Australian Securities & Investments Commission

Notice of

**compulsory acquisition  
following takeover bid**

form **6021**  
 Corporations Act 2001  
 661B(1)(a)

To **all holders of AMP Diversified Property Trust units set out in Annexure '1'.**

Units of AMP Diversified Property Trust ARSN 090 606 732 ("the Trust")

1. Under an Off-Market Bid offers were made by Stockland Trust Management Limited (ACN 001 900 741), as responsible entity of Stockland Trust, in respect of the acquisition of all of the units in the Trust. The offers closed on 17 July 2003.
2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Corporations Act") that the bidder has become entitled pursuant to subsection 661A(1) of the Corporations Act to compulsorily acquire your securities and desires to acquire those securities.
4. Under section 661D of the Corporations Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
5. Under section 661E of the Corporations Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Corporations Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before the end of the offer period.
7. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of this notice) or within 14 days after being given a statement under section 661D of the Corporations Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 6 of this notice.

**Signature**

print name **PHILLIP ALLAN HEPBURN**

Group Secretary

sign here



date 17/07/2003



18 July 2003

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<Title>  
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Dear ADP Unitholder

### **Compulsory acquisition of your AMP Diversified Property Trust Units**

As you would be aware, Stockland Trust Management Limited, as responsible entity of Stockland Trust ("**Stockland**"), recently made an offer to acquire all of your units in AMP Diversified Property Trust ("**ADP**") ("**Offer**"). The Offer, after a final extension, closed at 6.00pm AEST on 17 July 2003.

As at the date of this letter, Stockland holds more than 96% of ADP Units. Accordingly, Stockland is entitled to compulsorily acquire all the remaining units under Part 6A.1 of the Corporations Act. The purpose of this letter is to inform you that the compulsory acquisition process has now commenced.

The Form 6021 ("Notice of compulsory acquisition following takeover bid"), which Stockland is required to give to you, accompanies this letter.

Under the compulsory acquisition procedure, you will receive \$0.80 cash and 1 Stockland stapled security for every 1.9 ADP units you hold, which is the same as the consideration under the Offer.

Stockland is required to give the total cash sum and Stockland securities payable by it under the compulsory acquisition for all of the outstanding ADP units approximately six weeks after the date of this letter. The Responsible Entity for ADP ("**ADP RE**") will, as soon as practicable after receiving consideration from Stockland, send you a letter seeking your instructions on how to deal with the consideration payable to you. In the meantime, the ADP RE will hold the consideration to which you are entitled on trust for you.

**If you have validly accepted the Offer in accordance with the terms of the Offer, you will be sent your consideration directly and you can disregard this letter.** However, if your acceptance is not a valid acceptance, your units will be acquired under the compulsory acquisition procedure set out in this letter and the accompanying notice.

If you have any queries or require additional assistance, please contact the Offer toll free enquiry line on 1800 24 23 00 (from inside Australia) or +61 2 9207 3622 (from outside Australia).

Yours faithfully

**Peter Daly**  
Chairman

Stockland Corporation Limited  
ABN 43 000 181 733

Stockland Trust Management Limited  
As Responsible Entity for  
Stockland Trust ARSN 092 897 348