



SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

1 February 2013

WorldMark
SOUTH PACIFIC CLUB
BY  WYNDHAM



This Supplementary Product Disclosure Statement (SPDS) dated 1 February 2013 replaces all previous issued supplementary product disclosure statements and will remain in force until replaced. It further supplements the Product Disclosure Statement (PDS) dated 21 January 2013 issued by Wyndham Vacation Resorts South Pacific Ltd ACN 090 503 923 for interests in WorldMark South Pacific Club ARSN 092 334 015 and should be read in conjunction with the PDS dated 21 January 2013. Unless otherwise indicated all defined terms used in this SPDS have the same meaning as given to those terms in the PDS.

Supplementary Information

4.0 Fees and other costs

4.1 Additional explanation of fees and costs

No amendments

4.2 What is the initial purchase price of Vacation Credits?

The current initial purchase price of Standard and Premier Owner Vacation Credits is AUD\$2.96 per Vacation Credit.

The current minimum amount of Standard Owner Vacation Credits you can acquire is 12,000 which will cost AUD\$35,679.00³ inclusive of the AUD\$159.00 establishment fee. The current minimum amount of Premier Owner Vacation Credits you can acquire is 6,000 which will cost AUD\$17,919.00 inclusive of the AUD\$159.00 establishment fee. You must maintain minimum number of Vacation Credits to remain an Owner of WorldMark South Pacific Club. WVRSP reserves the right to reduce the minimum amount of Vacation Credits required subject to amending the Constitution.

³ No discount applies to the purchase of Standard Owner Vacation Credits.

4.3 Can the initial purchase price of Vacation Credits change?

The price per Vacation Credit may be increased by WVRSP by amending the PDS or issuing a supplementary PDS. The Developer as the person entitled to the proceeds of issue of Owner Vacation Credits under the Constitution, may from time to time and at its sole discretion, request the Responsible Entity to, and the Responsible Entity shall if requested by the Developer, offer discounts to the public. Any discounts offered shall be expended from the Developer's entitlement to the proceeds of such issues. Subject to the Developer's sole discretion, discounts on the purchase price of Vacation Credits will be offered to purchasers as indicated in the following table:

Premier Owner Vacation Credits purchased	Discount	AUD\$ price per Premier Owner Vacation Credit after discount
1 to 9,999	Nil	AUD\$2.96 per Premier Owner Vacation Credit after discount (that is AUD\$17,919.00 for 6,000 inclusive of the AUD\$159.00 Establishment Fee)
10,000 to 17,999	10%	AUD\$2.664 per Vacation Credit (that is, AUD\$26,799.00 for 10,000 Inclusive of the AUD\$159.00 Establishment Fee)
18,000 to 31,999	15%	AUD\$2.516 per Vacation Credit (that is, AUD\$45,447.00 for 18,000 Inclusive of the AUD\$159.00 Establishment Fee)
32,000 upwards	20%	AUD\$2.368 per Vacation Credit (that is, AUD\$75,935.00 for 32,000 Inclusive of the AUD\$159.00 Establishment Fee)

4.3.1 Limited Period Offer

Despite the table above at point 4.3 and for a limited period, commencing Friday 1 February 2013 and ending Thursday 28 February 2013 (limited period), a new discount on the purchase price of Vacation Credits will be offered to first time purchasers of Premier Vacation Credits as per the table set out below at point 4.3.2.

4.3.2 Limited Period Offer Table

Premier Owner Vacation Credits purchased	Discount in % terms	AUD\$ price per Premier Owner Vacation Credit after discount
1 to 9,999	10.0 %	AUD\$2.664 per Premier Owner Vacation Credit after discount (that is AUD\$16,143.00 for 6,000 inclusive of the AUD\$159.00 Establishment Fee).
10,000 to 17,999	18.5%	AUD\$2.398 per Premier Owner Vacation Credit after discount (that is AUD\$24,139.00 for 10,000 inclusive of the AUD\$159.00 Establishment Fee).
18,000 to 31,999	23.5%	AUD\$2.264 per Premier Owner Vacation Credit after discount (that is AUD\$40,911.00 for 18,000 inclusive of the AUD\$159.00 Establishment Fee).
32,000 upwards	28%	AUD\$2.131 per Premier Owner Vacation Credit after discount (that is AUD\$68,351.00 for 32,000 inclusive of the AUD\$159.00 Establishment Fee).

11.11 Authorised and Unissued Vacation Credits

As at 31 December 2012 the total number of authorised but unissued Vacation Credits in the Club was 3,914,010 and 45,681 members of the public have subscribed for Ownership of Vacation Credits.

11.12 Directors' Consent

As directors of WVRSP, Barry Robinson, Gary Croker, Greg Bendlin and Geoff Richards have consented to and authorised the issue of the PDS and have not withdrawn that consent.

Signed by the following Director of the Responsible Entity on or before 1 February 2013.



Director