

Attachment to Notification lodged by Woolworths Limited on 30 July 2008

The Benefits (as defined in the paragraph 2(b) of the Notice) made available to a Woolworths HSBC Card holder will be determined by Woolworths or by Woolworths and HSBC jointly.

At the time of launch of the Woolworths HSBC Card, Benefits in the form of accrual of points redeemable for certain goods/services will be made available to Woolworths HSBC Cardholders. The points that a Woolworths HSBC Cardholder will accrue will be based on:

1. the value of purchases made with the Woolworths HSBC Card. A customer will receive points for all purchases made using the Woolworths HSBC Card, although a customer will receive more points for purchases made at a Woolworths business as set out below;
2. the products purchased using the Woolworths HSBC Card purchases of products bearing certain brands owned by Woolworths as notified to cardholders from time to time will accrue points at a faster rate than purchases of other products; and
3. the type of store or other retail outlet at which purchases are made using the Woolworths HSBC Card. Purchases made at businesses operated by Woolworths will accrue points at a faster rate than purchases external to Woolworths group businesses.

The goods or services for which points can be redeemed will be determined by Woolworths or Woolworths and HSBC jointly and notified to Woolworths HSBC Cardholders. Initially, points will be redeemed for shopping cards that can be used for purchases at Woolworths group businesses. The way in which points will be calculated and the value of the shopping card for which points can be redeemed will be clearly notified to Woolworths HSBC Cardholders. Benefits in the form of accrual of points redeemable for shopping cards will be available to Woolworths HSBC Cardholders from the date of launch of the Woolworths HSBC Card. In addition, other Benefits might be offered from time to time.

The Benefits will be clearly described to customers at the time they apply for the Woolworths HSBC Card. The full terms and conditions of the Woolworths HSBC Card and of the Benefits program will be clearly disclosed to customers at the time their application for the Woolworths HSBC Card has been accepted but before the customer uses the Woolworths HSBC Card. Any change in the Benefits offered or any additional Benefit will be notified to customers at the time any particular Benefits are made available to cardholders.