

# ASX Release

Thursday 21 January 2010

Company Announcements Office  
ASX Limited  
Exchange Centre  
Level 4  
20 Bridge Street  
Sydney NSW 2000

Dear Sir,

## Programmed's takeover bid for KLM - close of offer

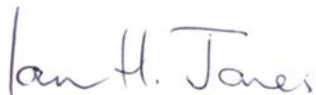
Programmed Maintenance Services Limited ("Programmed") announces that its takeover bid for all of the shares of KLM Group Ltd ("KLM") closed at 7.00pm (Sydney time) on Wednesday, 20 January 2010, at which time all conditions of the offer had been satisfied.

For the purposes of Listing Rule 3.3, Programmed gives notice that:

- (a) Programmed and its associates have a relevant interest in 96.31% of the ordinary shares of KLM; and
- (b) Programmed intends to proceed with compulsory acquisition of the remaining ordinary shares of KLM.

Accompanying this announcement is a copy of Programmed's latest Form 604 (notice of change in interests of substantial holder).

Yours sincerely,  
**PROGRAMMED MAINTENANCE SERVICES LIMITED**



Ian H. Jones  
Company Secretary

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme KLM Group Ltd ("KLM")

ACN/ARSN ACN 089 479 676

**1. Details of substantial holder (1)**

Name Programmed Maintenance Services Limited (ACN 054 742 264) ("**Programmed**") and each of the companies listed in Annexure A (together "**Programmed Group**")

ACN/ARSN (if applicable) See Annexure A

There was a change in the interests of the substantial holder on 20/01/2010

The previous notice was given to the company on 20/01/2010

The previous notice was dated 20/01/2010

**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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	56,938,540	95.09%	57,663,835	96.31%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a related interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required 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
20/01/2010	Programmed Group	Arising upon acceptance of takeover offers dated 20 November 2009 (" <b>Offers</b> ") contained in Programmed's bidder's statement dated 6 November 2009	Determined in accordance with the terms of the Offers	725,295 ordinary shares	725,295

**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
Programmed Group	Ordinary shareholders of KLM who have accepted the Offers	Programmed	Relevant interests arising under sections 608(1) and 608(8) of the Corporations Act pursuant to acceptances of the Offers	43,378,835 ordinary shares	43,378,835
Programmed Group	Moller Volantor Pty Ltd	Programmed	Relevant interest arising under sections 608(1) and 608(8) of the Corporations Act 2001 (Cwith) pursuant to acceptances of the Offers and the Pre Bid Agreement	14,285,000 ordinary shares	14,285,000

**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
N/A	N/A

**6. Addresses**

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

Name	Address
Programmed	1500 Centre Road Clayton, Victoria 3168
Each of the companies listed in Annexure A	C/o 1500 Centre Road Clayton, Victoria 3168

**Signature**

print name **Ian H. Jones**

Capacity **Company Secretary**

sign here

*Ian H. Jones*

Date: **21 January 2010**

#### **DIRECTIONS**

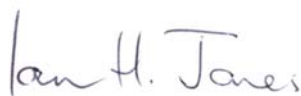
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 "associate" 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, or influence 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 2 pages (including this page) referred to in Form 604 (Notice of change of interests of substantial holder) given by Programmed Group.

Dated 21 January 2010

Signed:



Name: Ian H. Jones  
Company Secretary

<b>Name</b>	<b>ACN/ABN/ARSN/Company number</b>
Programmed Maintenance Services (N.Z.) Ltd New Zealand	NZ Company No: 527735
PMS Share Schemes Administration Pty Ltd	ACN 089 240 317
PMS Building Services Pty Ltd	ACN 100 937 068
Programmed Maintenance Services (UK) Ltd	UK Company No: 3495743
Whittle Painting Group Ltd	UK Company No: 3450309
Whittle Painting Northern Ltd	UK Company No: 1157419
Whittle Painting Nottingham Ltd	UK Company No: 1157420
Bonds Painting Ltd	UK Company No: 363473
Programmed Property Services Limited (formerly Brian Parry Ltd)	UK Company No: 1496961
Programmed Facility Management Pty Ltd (formerly Tungsten Group Pty Ltd)	ACN 001 382 010
Your Force Pty Ltd	ACN 098 626 807
Integrated Group Ltd	ACN 085 701 962
Integrated Parramatta Warehousing Pty Ltd	ACN 083 154 410
Integrated Liverpool Industrial Pty Ltd	ACN 070 311 250
Integrated Parramatta Industrial Pty Ltd	ACN 076 972 720
Integrated Liverpool Warehousing Pty Ltd	ACN 080 974 465
Integrated Parramatta Services Pty Ltd	ACN 085 621 665
Integrated Liverpool Engineering Pty Ltd	ACN 082 039 950
Integrated Lismore Pty Ltd	ACN 081 906 827
Integrated Office Personnel Pty Ltd	ACN 074 863 380
Integrated Industrial Pty Ltd	ACN 058 483 177
Integrated Labour Network Pty Ltd	ACN 094 438 909
Industrial Personnel Company Pty Ltd	ACN 009 440 117
Integrated Alexandria No. 1 Pty Ltd	ACN 099 484 358
Integrated Alexandria No. 2 Pty Ltd	ACN 099 484 401
Integrated Liverpool Pty Ltd	ACN 099 484 670
Integrated Alexandria No. 3 Pty Ltd	ACN 099 484 590
Integrated Parramatta Pty Ltd	ACN 099 484 723
Labour Management Australia Pty Ltd (formerly Integrated Blacktown No. 1 Pty Ltd)	ACN 099 484 198
Integrated Blacktown No. 2 Pty Ltd	ACN 099 484 241
Integrated Blacktown No. 3 Pty Ltd	ACN 099 484 287
Integrated Group Employment Ltd	ACN 113 518 880

Integrated Maintenance Services Pty Ltd	ACN 097 777 716
Sea Wolves Pty Ltd	ACN 009 334 801
Total Marine Services Pty Ltd	ACN 009 231 476
Total Provider Pty Ltd	ACN 086 117 679
Total Harbour Services Pty Ltd (Formerly Total Venture Pty Ltd)	ACN 089 166 272
Total Resources Pty Ltd	ACN 070 140 233
Total Shipping Services Pty Ltd	ACN 061 105 940
Total Marine Services (Asia) Pte. Ltd.	Singapore Company No: 200503391N
Integrated Warehousing Pty Ltd	ACN 111 337 878
Integrated Manufacturing Pty Ltd	ACN 111 337 823
Integrated Stores Pty Ltd	ACN 111 337 832
Integrated General Pty Ltd	ACN 111 337 903
Integrated Trades Pty Ltd	ACN 111 337 949
Integrated Recruitment Pty Ltd	ACN 119 016 456
Integrated Office Professionals Pty Ltd	ACN 119 324 855
NTBD Pty Ltd	ACN 096 269 993
Integrated Group (NZ) Ltd	NZ Company No: 1860807
Wendell Catering Services Ltd	NZ Company No: 313662
Wendell Offshore Services Ltd	NZ Company No: 913322
Artel Corporation Ltd	NZ Company No: 541853
Hi-Point Personnel Pty Ltd	ACN 010 851 984
Integrated Workforce NZ Limited	NZ Company No: 2178657
SWG Holdings (2005) Pty Ltd	ACN 114 897 737
SWG Operations Pty Ltd	ACN 089 087 114
SWG Offshore Pty Ltd	ACN 099 032 809
SWG Mining Services Pty Ltd	ACN 124 019 003
Swift Recruitment Pty Ltd	ACN 083 300 109
Integrated Testing Services Pty Ltd	ACN 123 661 898
SWG International Holdings Pte. Ltd	Singapore Company No: 200517481Z
SWG Offshore International Pte. Ltd	Singapore Company No: 200611692W
Gaylin SWG Offshore Pte. Ltd	Singapore Company No: 200707053N