



AUSTRALIANPROPERTY
MANAGEMENT SOLUTIONS

Sustainability through innovation

AUSTRALIAN PROPERTY MANAGEMENT SOLUTIONS

INFORMATION MEMORANDUM

An opportunity to invest in a world class essential services solutions provider to the Property Management & Facilities Management Industries.

1300 193 148
www.apm-solutions.com.au



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IMPORTANT NOTICE

This Information Memorandum is an important legal document and should be read in its entirety. This Information Memorandum is issued by Australian Property Management Solutions Pty Ltd, ACN: 140 365 582 (“Company”).

This Information Memorandum is neither a prospectus nor a disclosure document under the Corporations Act 2001 (Cth) (“Act”) and a copy is not required to be, and has not been, lodged with the Australian Securities and Investments Commission. The offer to apply for ordinary shares in the Company that is contained in this Information Memorandum is a personal offer to prospective investors that fall within the exemptions in section 708 of the Act (“Eligible Investors”). This Information Memorandum has been prepared only for issue to, and use by, Eligible Investors and is not intended to be read by anyone other than an Eligible Investor. No shares in the Company will be issued to investors other than Eligible Investors. This Information Memorandum does not constitute an offer or invitation in relation to any place in which, or to any person to whom, it would not be lawful to make such an offer.

No advice

This Information Memorandum is not investment advice and does not take into account the investment objectives, financial situation or particular needs of a Recipient. This Information Memorandum is not a recommendation to invest. It is important that you consider the investment risks set out in this Information Memorandum in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your stockbroker, accountant, lawyer or other professional adviser before deciding whether to invest.

Representations

No person is authorized to provide information or to make any representations in connection with the Investment Opportunity which is not contained in this Information Memorandum. Any information or representations in connection with the Investment Opportunity which are not contained in this Information Memorandum may not be relied upon as having been authorised by the Company. No representation or warranty is or will be made in relation to, and no responsibility or liability is or will be accepted by the Company or by any person involved in the preparation of this publication, in relation to the accuracy or completeness of the information contained in or derived from this Information Memorandum or any omission from this Information Memorandum or of any other written or oral information or opinions to any interested party or its advisers. In particular, no representation or warranty is given as to the achievement or reasonableness of any plans, future projections, prospects or financial returns and nothing in this Information Memorandum is or should be relied upon as a promise or representation as to the future. The Company expressly disclaims all liability for any loss or damage which may arise from any person acting on any information and opinions relating to the Investment Opportunity contained in this Information Memorandum or any information which is made available in connection with any further enquiries.

IMPORTANT NOTICE

Forward looking statements

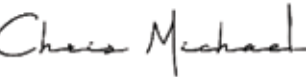
This Information Memorandum contains forward looking statements. These forward looking statements are subject to various factors that could cause the results of the Investment Opportunity to differ materially from the results expressed or anticipated in these statements. These factors are set out in the Information Memorandum. The Company has no intention to update or revise forward looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Information Memorandum, except where required by law.

Privacy Statement

By completing the application form attached you agree to us collecting, holding and using information about you to process your application, and administer and manage our obligations to you. You need not give us any personal information requested in the application form or in any other document or communication relating to the Company. However, without this information, we may not be able to process your application or properly carry out our obligations to you under the constitution of the Company. Under the Privacy Act 1988 (Cth), you may request access to your personal information that we hold. You can contact us to make such a request or for any other reason relating to the privacy of your personal information by contacting the Company directly

Director's Declaration

The Director of APMS has made reasonable enquiries to ensure that there is no material statement in this Information Memorandum is false or misleading. They have also made reasonable enquiries to ensure that there is no material omission from the Information Memorandum. The Director reports that, as of the date of signing, after due enquiry, they have not become aware of any circumstances that in their opinion materially affects or will materially affect the assets and liabilities, financial position, profits and losses or prospects of APMS other than those set out in the Information Memorandum. The issue of this Information Memorandum was authorised by a resolution of the Director.



Chris Michael *Founder*
Australian Property Management Solutions Pty Ltd



LETTER FROM THE FOUNDER

Dear Investor,

Functioning, well-managed buildings are vital to the fabric of our society. Millions of people interact with these structures daily in every aspect of their lives. We continually interact without giving them a second thought though they frame our lives as a constant. The reality is that these buildings require 24 hour maintenance with attention to every aspect of their function and environment.

In Australia alone, the Facilities Management Industry is a \$20bn per annum industry growing year-on-year. As market spend increases, building owners receive inconsistent results at best from their investment. There is large key person risk with results weighing heavily on the quality of the Property manager to deliver. This is compounded by the co-ordination of different services providers, a high churn rate and no universal quality control or standards. Business inefficiencies, cost blow-outs and wasted resources result. This does not have to be the case.

Australian Property Management Solutions Pty Ltd (APMS) is positioned to capitalise on the large gap in the market by being a first mover in combining the supply of onsite consulting and advisory services, managed services, service delivery and supplier accreditation. With a national resource of 300 Subject Matter Experts focused on Facilities, Asset, Waste, Environmental Management & Engineering Services,

these subject matter experts are focused on providing optimised solutions to organisation which have multi-site property portfolios.

In addition to this APMS will be resourced with over 1000 of the best suppliers, service providers and vendors to support its position in the market as one of the most prominent providers in the Managed Services Space competing with some of the world's best national and international organisations. APMS will provide the gateway to this network of Suppliers, Service Providers & Vendors to a \$2 Billion services spend within 5 years. APMS will be primed to capture large market share for each of its chosen markets, with a key focus on becoming the compelling choice of total end-to-end property maintenance and management services across Facilities, Asset, Waste, and Environmental Management & Engineering Services

Each APMS business unit is a multi-million dollar revenue generator to the company. As each unit complements each other, synergies arise to accelerate revenue further and increase the company's earnings potential. In completing our business, operational, resourcing and financial over the coming 4 to 6 months including our plan for the future, Blueprint 2013, we have created a pathway that sees us as an industry leader in 5 years leveraging our valuable IP

(investment in process, methodology and people), business model and market positioning. This is a billion dollar opportunity in a growing multi-billion dollar industry.

APMS is committed to transform the industry by helping to transform over 1,000 suppliers, service providers & vendors via its industry driven accreditation program that will see its network of suppliers and service provider become industry favourites driven by a commitment to be industry best.

The APMS Accreditation Program will be approximately a \$400 million dollar business over the next 3 years providing a surplus in access of \$100 million dollars providing development, working and growth capital toward the larger APMS Managed Services Business; it is a program like no other in Australia or the World. This is the first program of its type that accredits service companies and its people towards being recognise as industry best. The APMS Accreditation Program provides AMPS with a compelling value proposition that will place it ahead of its industry peers and will ensure effective and efficient maintenance & management capabilities. APMS will fundamentally change the way services are being delivered to support is prominent position in the market.

LETTER FROM THE FOUNDER

The APMS vision is taking shape but to reach our full potential we need to accelerate the growth of the company. On behalf of APMS, I invite you with the opportunity to participate in this exciting Pre-IPO Offer. APMS requires the contribution of \$20m to rollout the first phases of its operations, finalise development of its IP and take its robust, bankable offering successfully to market. APMS are seeking passionate and strategic investors in order to finalise development, resourcing to ensure that APMS is supported with the right resources and capabilities to ensure that it will not be compromised and can successfully and commercially mange its aggressive growth expectations into the future.

Since the APMS journey started over 18 months ago the feedback we have received has been overwhelming. APMS is ready to go to the next level. I welcome your support to become involved with in one of the most exciting investment, growth companies in our current time.

Yours Sincerely,



Chris Michael *Founder*
Australian Property Management Solutions Pty Ltd



**APMS PROVIDES ROBUST, DYNAMIC
& ESSENTIAL SERVICES SOLUTIONS
THAT DELIVER COMPELLING
BUSINESS & VALUE EFFICIENCIES.**

INVESTMENT HIGHLIGHTS

4 HIGH VALUE SERVICES	SATISFIES EXPANSIVE MARKET NEED	DELIVERS COMPELLING COST AND BUSINESS EFFICIENCIES TO CLIENTS	STRONG EARNINGS POTENTIAL
<p>Australian Property Management Services Pty Ltd (APMS) is positioned to capitalise on the large gap in the property management market by being an exceptional provider, combining 4 high value services: onsite consulting and advisory services, managed services, service delivery and supplier accreditation. Each has strong delivery and transformational capability and is forecast to be a multi-million revenue stream to the Company.</p>	<p>The buildings and facilities management industries are highly fragmented. The largest players tend to focus on larger infrastructure projects indicating that there are numerous, significant market opportunities for APMS to capitalise on.</p>	<p>By using APMS, clients will experience significant cost, service, performance risk, compliance sustainability & contractual improvements. APMS will deliver strong bankable propositions to clients, by outsourcing of non-core services and allowing in-house resources to be managed more efficiently. APMS delivers significant value to suppliers and their employees via its world class Accreditation Program.</p>	<p>APMS will produce significant income and profit potential as it occupies a vacant space in the market and offers compelling benefits to all employees, stakeholders, clients, suppliers, service providers and vendors. APMS is forecasting based on revenue forecasts to have accumulated income of \$408m by Year 3 of operation and earnings of \$159m. The reach generated by APMS via its network of consultants and suppliers, service providers & Vendors will be significant.</p>
NEW INTEGRATED BUSINESS MODEL	SIGNIFICANT IP GENERATES BARRIERS TO ENTRY	BILLION DOLLAR MARKET POTENTIAL	DEFINED EXIT STRATEGY
<p>The APMS business model is unique in that it offers complete integration of consulting, service delivery and accreditation using a single point of contact. This is a compelling competitive advantage as clients can be reassured that quality is maintained, services are delivered and efficiencies found. The model also incorporates operational excellence is set to redefine industry benchmarks.</p>	<p>APMS is generating significant IP through all its business units in the forms of processes, systems, accreditation & licensing programs. The supplier accreditation and transformation program will provide world-class supply chain management through training, assessment and consulting. This creates barriers to entry for other companies contemplating following a similar path to APMS.</p>	<p>Each APMS business unit is a multi-million dollar revenue generator to the company operating in both the \$20bn per annum Facilities Management market and the \$195bn property and business services market¹.</p> <p><small>1. IBIS World, Property & Business Services, Jan 2010.</small></p>	<p>APMS intends an IPO on the ASX in 2-3 years at a significant premium to the Pre-IPO share price in order to offer early stage investors the opportunity to exit if desired.</p>



**APMS IS EXPECTED TO HAVE
ACCUMULATED INCOME OF \$408MIL
BY YEAR 3 OF OPERATION AND
EARNINGS OF \$159MIL.**

EXECUTIVE SUMMARY

The key value proposition is to provide robust, dynamic world class solutions to clients and suppliers, service providers & vendors by partnering with them to best meet agreed business objectives.

1.1 AUSTRALIAN PROPERTY MANAGEMENT SOLUTIONS PTY LTD

Australian Property Management Solutions (APMS) is a newly founded provider of essential services to the Property Management and Maintenance Industries. In every aspect of its business, APMS has created a performance business model where service providers and consultants strive to exceed client expectations giving clients and stakeholder's confidence that the key value propositions can be delivered. The result is to bring a new standard of service delivery to the industry. This is transformative to the property maintenance management and facilities management industries. To fulfil this, APMS has 4 main business units (see diagram on right).

APMS is a first mover in the industry in combining the supply of onsite consulting and advisory services, service delivery, managed services and supplier accreditation. This can be achieved profitably with a highly leveraged, outsource model that significantly reduces costs and increases efficiencies and leverages the balance sheet.

APMS through its innovative and transformational accreditation program will create significant intellectual property and barriers to entry to its chosen market segments. The APMS accreditation program will provide certainty to clients by upholding delivery and service standards. The

program provides an exceptional value proposition to all stakeholders including service providers, staff, contractors and clients in terms of equipping companies and people with best practice processes, methodologies and capabilities reaching new levels in workplace productivity.

APMS is building an expansive network with vast capabilities and extensive reach. With this level of exposure APMS will be recognised as a trusted, committed, credible and results-orientated brand that clients will see as bankable, capable and accountable - their outsourcing partner for every aspect of property and facilities management.

Each of APMS business units will be a multi-million dollar revenue generator to the company. As each unit complements each other, multiple cross-selling opportunities arise to accelerate income and market potential. The vision for APMS is to gain considerable market share in the \$20bn per annum Facilities Management market as well as gaining market share in the \$195bn property and business services market. This can be achieved as there is a large market opportunity for this proposed APMS level of service.

THE 4 MAIN APMS BUSINESS UNITS

CONSULTING SERVICES The Provision of high quality property consulting and advisory services delivering tangible results to clients	SERVICE DELIVERY The management of critical property environments managed by dedicated apms resources.
MANAGED SERVICES the provision of 100% outsourced building management services using apms accredited suppliers, service providers & vendors.	SUPPLIER ACCREDITATION Accreditation of suppliers to enhance business practices to improve service standards to clients.

EXECUTIVE SUMMARY

The APMS proposition provides many benefits to clients not provided currently. Building and facilities management is highly fragmented with no universal service delivery standards

1.2 COMPETITIVE ADVANTAGES FOR APMS

APMS is geared to redefine industry practices by setting service and quality standards and becoming a trusted partner. The current market need is great, as clients suffer from suppliers continually providing average services at unsustainable costing levels.

CURRENT PROPOSITION	APMS PROPOSITION
Fragmented supplier network	Outsourced 'partnership' model
User frustration from high touch model	Single point of service
No cross service quality control	World class IP underpinning service standard
No service improvement	Supplier accreditation
No tangible efficiencies	Increased service standards
High churn of service providers	Tangible costs & business efficiencies

1.3 GROWTH STRATEGY

To fulfil the company's revenue and profitability forecasts including growth projections, APMS has a created a blueprint for growth. Blueprint 2013 details all aspects of the company's financial, operational and resources planning requirements to support short, medium & long-term requirements. Blueprint 2013 is geared to move the company forward while ensuring continual operational excellence and service standards to clients. Key growth indicators include:

LAUNCH	ESTABLISHMENT	EXPANSION
Develop processes, systems & IP	Increase visibility	Refine business model
Board & management in place	Drive industry transformation	Target large scale clients
Recruit & prepare consultants	List on ASX	International expansion

Management of this growth is critical to the success of APMS, APMS is committed to developing processes, methodologies and attracting the best people to ensure Blueprint 2013 is successfully managed and executed to ensure its corporate objectives are achieved. The APMS Accreditation program will provide APMS with the market position, resource & capability for accelerated growth and funding during the first 2 years.

The development of the APMS supplier, service provider and vendor network will be a vital asset to the company. It will be able to provide extensive capacity to clients. The knowledge base of consultants and service providers will create an innovative culture that fosters empowerment, confidence and capability. Risk will be reduced as customers will not be reliant on a single provider with no service standard – regardless of where they are in the Australia, they will receive the APMS certified standard. Compared to its peers, the network will provide APMS with compelling cost savings lowered risk, increased income and larger margins. The larger APMS becomes the better it can service the industry to the level it demands.

EXECUTIVE SUMMARY

APMS is currently considering various commercial options as its market entry strategy to develop its dominance in the market.

1.4 MARKET ENTRY

Options will include joint ventures, branding agreements with existing market players including large portfolio managers, service providers and outsourcing organisations. It is expected given the magnitude of this compelling opportunity, agreements and support from client organizations in the corporate real-estate services market will be forthcoming. Opportunities will also emerge around acquiring large contracts to accelerate the organic growth described above. Market entry and growth will be accelerated by building significant brand equity, which will position APMS's capability, and that of its consultants and service providers as a compelling value proposition and business opportunity.

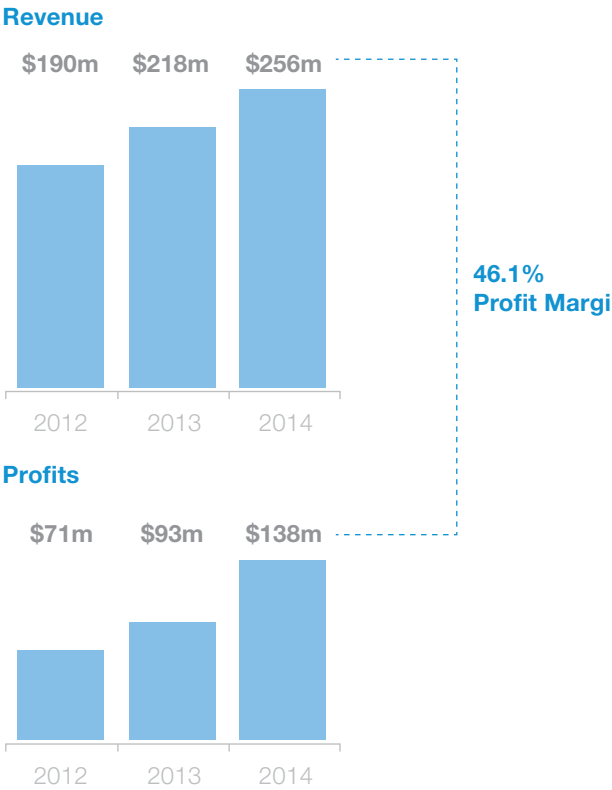
1.5 FINANCIAL PROJECTIONS

After the launch phase of 2010/2011, the company anticipates strong revenue and profit across all 4 of its business units with \$256m in revenue and \$138m in profit in 2014.

Positive features of the APMS business model are that the company:

- Is cashflow positive after launch
- Has 4 strong income streams
- Has a high gross profit margin compared to industry peers because of the outsourced delivery

ESTIMATED SHARE PRICE BASED ON PROFIT FORECAST		
2012	2013	2014 (POST IPO)
\$1.70	\$4.15	\$9.65



EXECUTIVE SUMMARY

The APMS opportunity provides is focused on providing unprecedented value. By providing essential specialist services is a structured format that delivers compelling costs and productivity efficiencies, APMS will become a high value offering.

1.6 INVESTOR OPPORTUNITY

This, coupled with a national network, intellectual property (IP), processes and systems managed to the highest standard, primes the company for strong growth and market certainty in the future.

The capital raising will take place in two rounds. APMS invites investors to participate with an initial offer of 5,000,000 shares at \$0.60 per share to raise \$3,000,000. The equity sold will represent 6.0% of the company (at the end of this offer) if fully subscribed. This offer is at a substantial discount to the second offer which will be at \$1.00 per share.

Once the initial offer has been fully subscribed a second offer of 17,000,000 shares at \$1.00 per share to raise \$17,000,000 will open. The second round equity sold will represent 17.0% of the company if fully subscribed.

Both offers will run consecutively. The second offer will open once the initial offer has been fully subscribed. The total offer (initial + secondary round) will represent approximately 22% of the total company.

APMS intends an IPO on the ASX in 2-3 years at a significant premium to the Pre-IPO share price in order to offer early stage investors the opportunity to exit if desired.



**APMS HAS A HIGH GROSS
PROFIT MARGIN COMPARED TO
INDUSTRY PEERS BECAUSE OF ITS
OUTSOURCED DELIVERY MODEL.**

APMS PTY LTD

APMS is the result of a decade long dream driven by the urge to influence industry, governments and the community. Chris Michael, the founder, identified how the building and facilities management industries were essential to the smooth running of our society.

2.1 CORPORATE DIRECTORY

ACN: 140 365 582

Head & Registered Office:

Australian Property Management Solutions Pty Ltd
Level 27, 101 Collins Street
Melbourne VIC 3000
T (03) 9317 3478
F (03) 9317 3524
E info@apm-solutions.com.au
www.apm-solutions.com.au

Head & Registered Office:

Chris Michael

Accountants:

Grant Thornton Australia
Level 2, 215 Spring St
Melbourne VIC 3000
www.grantthornton.com.au

Commercial Lawyer

Minter Ellison
Rialto Towers
525 Collins St,
Melbourne VIC 3000
www.minterellison.com

Corporate Lawyer

Rostron Carlyle
Level 6, 232 Adelaide St
Brisbane Qld 4000
www.rostroncarlyle.com

Bankers

Westpac
90 Collins St,
Melbourne VIC 3000
www.westpac.com.au

2.2 ABOUT APMS

In reality, companies operating in this space are pushed to unsustainable limits with a fragmented service offering supported with an uncompetitive service delivery model. That was just the beginning of the issues that were identified.

The founder identified issues at grass root levels from his work in the industry conducting spend, services and contractual reviews which identified service providers are compelled to provide services that don't align with client expectations. This experience has crystallized the focus, drive and determination for APMS. This vision and insight has presented itself into the market opportunity that APMS is capitalising on today.

APMS was formed after years of development into the company's unique business model and its components. The result is the creation of an essential services company with a key value proposition to provide world class solutions to clients and national network of suppliers, service providers & vendors supported with offices in Melbourne, Sydney, Brisbane, Adelaide, Perth & Canberra. The company will drive a major revolution in work place productivity and service delivery within the building and facilities management industries.

APMS is prepared to launch and requires capitalisation to successfully rollout its business plan and strategy (large enterprise).

2.3 VISION

APMS has the vision to become a prominent supplier & service provider of world class essential solutions and services to the building maintenance management and facilities management industries by developing new service delivery standards, delivering operational excellence.

APMS has the vision, energy and tenacity to capture significant market share, list on the ASX by 2014 and become a billion dollar company.

APMS PTY LTD

2.4 COMPANY OBJECTIVES

APMS has a number of objectives in the short-medium and long-term to ensure it meets its business goals for:

SHORT TERM	MEDIUM TERM	LONG TERM
<ul style="list-style-type: none">Capitalisation of the CompanyFinalise Board of Directors and management teamFinalise office network and business systemsImplement Blueprint 2013Complete accreditation and training programsAppoint personnelRecruit consultantsAccredit suppliers, service providers & vendorsLaunch company to marketSelect market entry opportunities	<ul style="list-style-type: none">Drive Supplier and industry transformationPrepare company for an IPOWin & service major contractsList on the ASX	<ul style="list-style-type: none">Refine Business Model to accommodate growthPursue Global Expansion opportunities

APMS PTY LTD

APMS is the result of a decade long dream driven by the urge to influence industry, governments and the community. Chris Michael, the founder, identified how the building and facilities management industries were essential to the smooth running of our society.

2.5 CORPORATE STRUCTURE

Australian Property Management Solutions Pty Ltd was officially formed in November 2009 with Founder Chris Michael taking up the Managing Director’s position. This company was formed to be both the trading arm of the company and the entity that holds the intellectual property. The company is currently 100% owned by the Managing Director. At the end of both the first and second capital raising, 22% of APMS will be in the hands of the investment community with the remaining 78% being owned by the existing members, directly or indirectly.

Current Members: 78%

New Shareholders: 22%

The company has by resolution decided to convert to a public unlisted company APMS Holdings Limited during this capital raising. This decision has been made for good governance to ensure that 3 Directors drive the company forward and to ensure that it is structured to incorporate investors and be IPO ready.

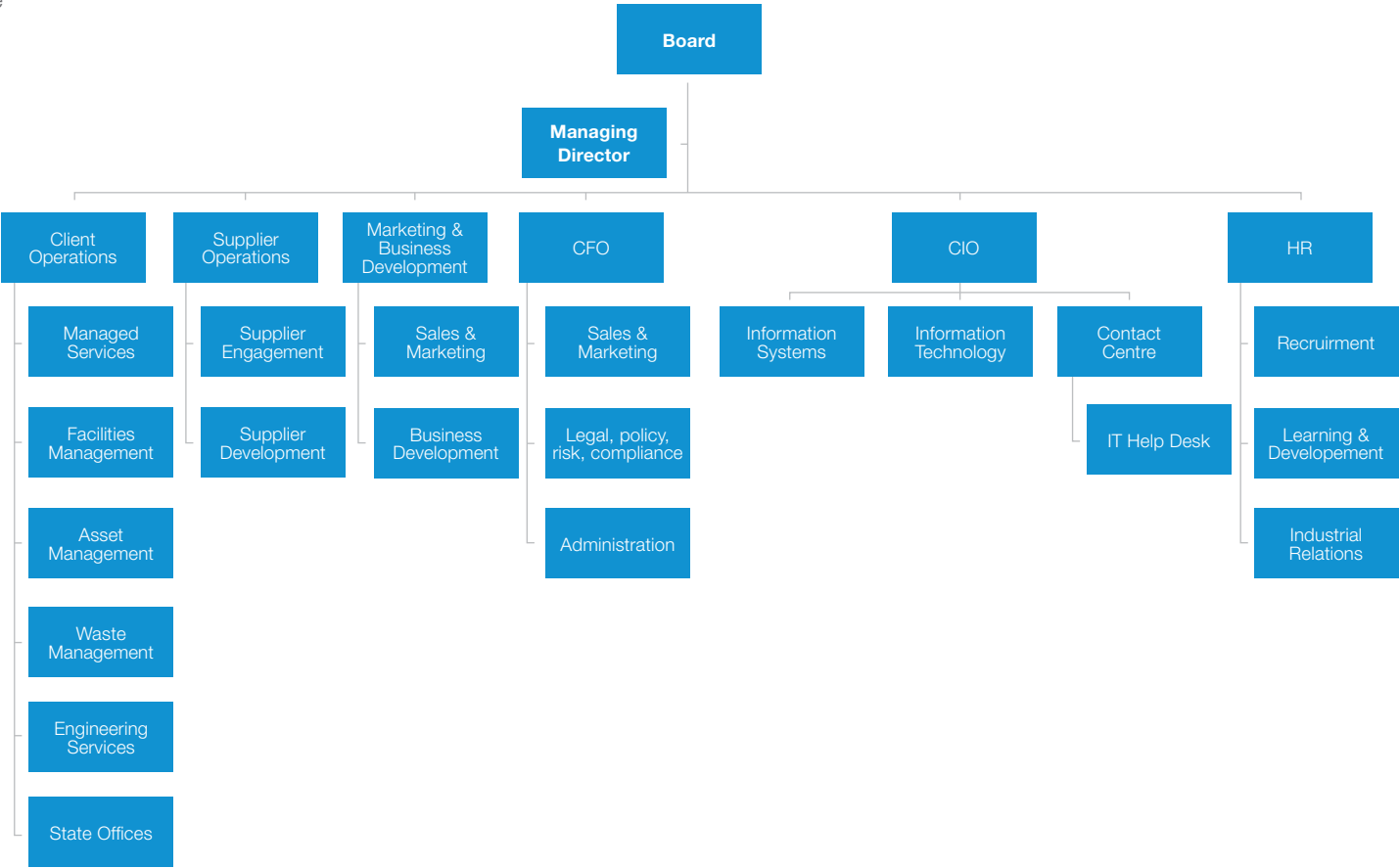


APMS PTY LTD

The start-up nature of the company has meant the principal has chosen to project manage core tasks and outsource their execution.

2.6 ORGANISATIONAL STRUCTURE

When finalised, the Board of the Directors will be responsible for the strategic direction and tactical execution of the company. APMS has a number of professional service firms supporting the growth of the business. On maturity, the company will have the following organisational structure:



APMS PTY LTD

The Company is led by the founder, Chris Michael, who has the vision, tenacity and drive to ensure that APMS succeeds. As the Company has decided by resolution to become a public unlisted company, there will be a requirement to appoint a minimum of 3 Directors and an auditor.

Chris Michael is the Managing Director of Australian Property Management Solutions. With over 12 years experience in the business arena focused on property maintenance, management and international trade, Chris has been consultant, facilitator and dealmaker to a variety of ASX-listed and private companies.

Chris has worked extensively with some of Australia's largest companies to assist with planning, goals and spend analysis amongst other roles. Chris's key drivers are leadership, strategic direction and tactical implementation.

APMS is the result of a decade long dream driven by the urge to influence industry, governments and the community.

Values such as hard work, honesty and integrity were instilled in Chris from a young age and these principles have been the foundations that have seen his involvement with large organisations from the bottom levels through to the top.

His personal motto is "Being good is simply not good enough" and he strives to inspire people to stretch their thinking into new boundaries and always challenge the accepted.

APMS intends to identify key individuals with specific skills and experience of relevance to ensure a balanced focus as well as contribute to the introduction of rigorous Corporate Governance standards. These developments will take

place to improve maximum shareholder protection as well as protection for employees and clients, supplier's service providers, vendors etc. APMS will be supported by external companies supplementing the experience and competencies necessary to successfully manage this company.

APMS is preparing itself for the future. To reduce the possible personnel risk as well as to strengthen the technical and managerial competencies in the business, APMS has completed and costed a recruitment plan that will fill a number of roles over the coming months until launch. Over the next 2 years, in order for the business model to reach maturity, a resourcing plan has identified the need for 1000 alone to support the APMS Accreditation program, with varying tiers include:

- Business Development Managers
- Program Assessment Managers
- Business Analysts
- General Managers
- Consultants
- Program Training
- Program Support Staff

- Compliance
 - Administration
- Keeping overheads to a minimum at this early stage is a priority until revenue streams commence. As indicated above, key personnel roles will be taken up by board members and external companies until financially viable to recruit personnel. It is expected that personnel will be appointed at the end of the initial capital raising.

APMS PTY LTD

Pre-IPO investors have the opportunity to realise a gain at IPO. APMS intends an IPO on the ASX in 2-3 years at a significant premium to the Pre-IPO share price in order to offer early stage investors the opportunity to exit if desired.

2.7 OBJECTIVE OF THE SHARE ISSUE

APMS is seeking to raise \$20,000,000 through an issue of Ordinary Shares. The funds raised will be used to:

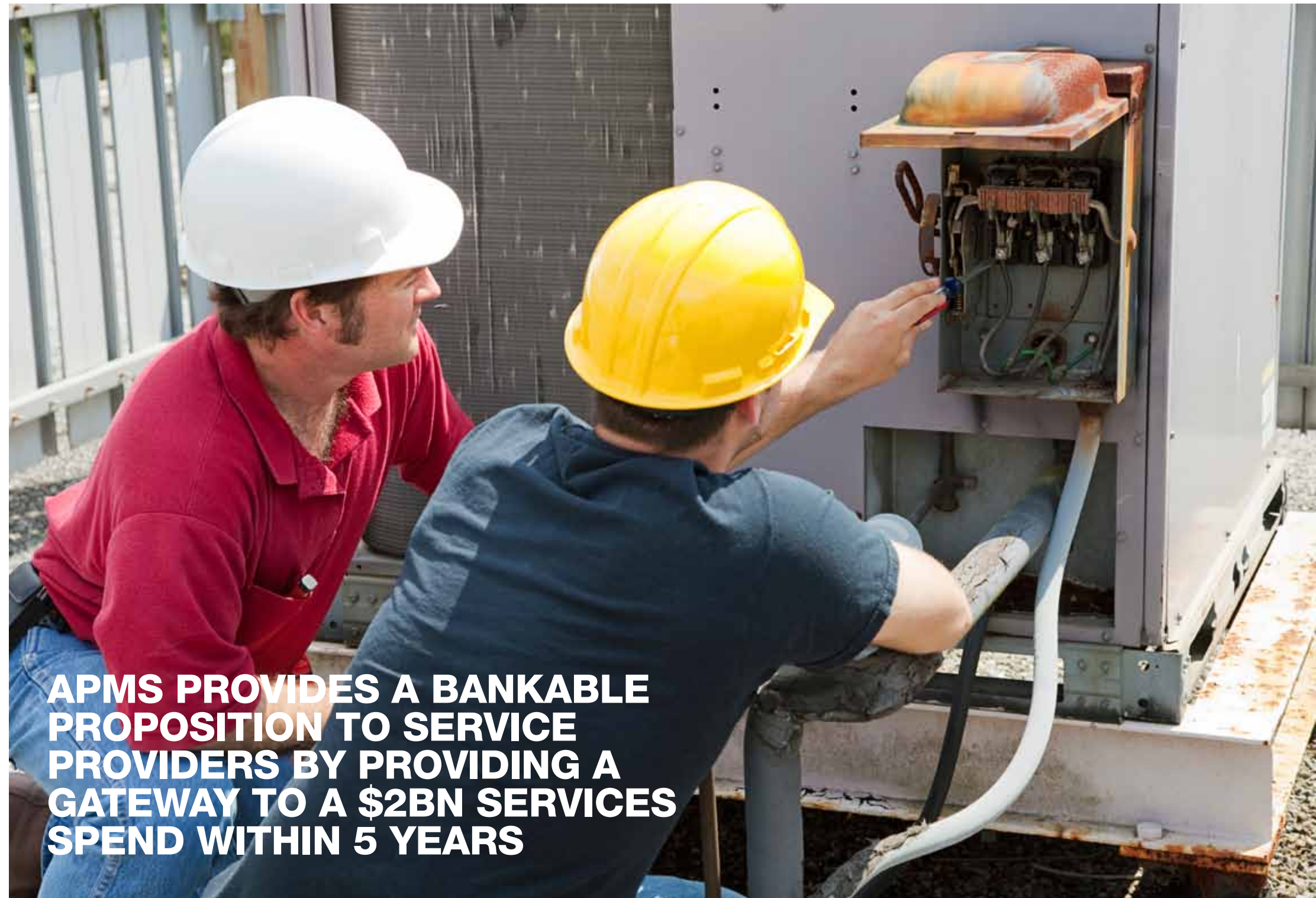


2.8 EXIT STRATEGY

The Directors of the company see the IPO as a growth driver and investors can exit any part of their investment once APMS is quoted.



APMS provides a bankable proposition to services providers, improving their standards and market reach.



APMS PROVIDES A BANKABLE PROPOSITION TO SERVICE PROVIDERS BY PROVIDING A GATEWAY TO A \$2BN SERVICES SPEND WITHIN 5 YEARS

THE APMS BUSINESS

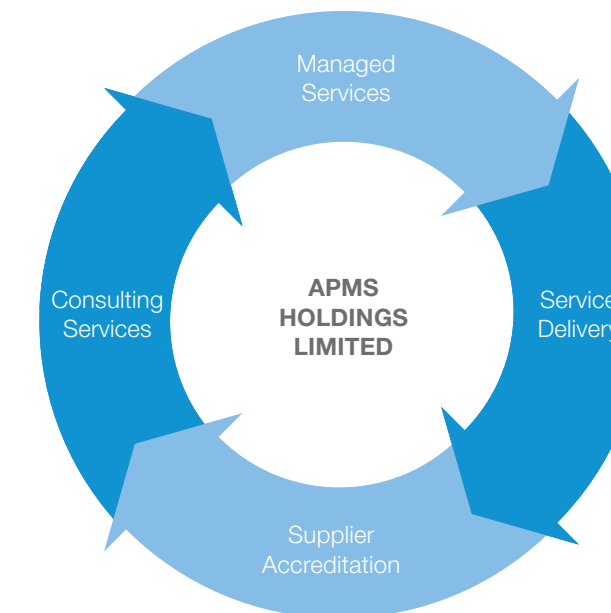
Australian Property Management Solutions (APMS) is a provider of essential services focusing on the Property Management and Maintenance Industries.

3.1 BUSINESS OVERVIEW

APMS aims to provide world class solutions to clients and suppliers by partnering with them to best meet their business objectives.

This is achieved by understanding their most pressing business questions using a high touch model of consultants geared to supply compelling business propositions. The end goal is to bring a new standard of service and deliver exceptional results to the client.

APMS has a unique business model centering on a highly leveraged, outsource model using accredited consultants and suppliers to significantly reduce costs, increase efficiencies and increase profitability. The integration of the business units, provide economies of scale, cross-selling opportunities and reassures clients that they will receive exacting standards at every phase of their service from APMS.

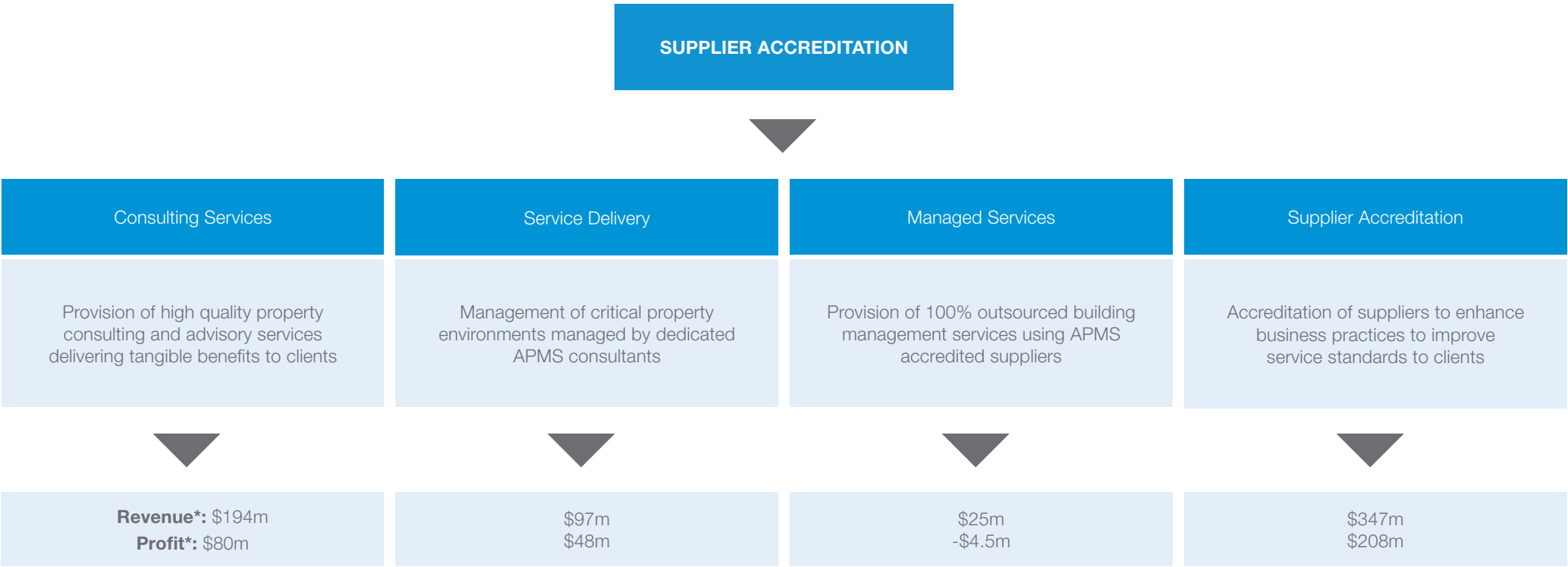


APMS is a first mover in the industry in combining the supply of onsite consulting and advisory services, service delivery, managed services and supplier and consultant accreditation. Each business unit is a multi-million dollar revenue generator to the company.

Targeting significant Australian companies with considerable property interests APMS will build a national business with revenues of at least \$190m in its first year of operations expanding to \$256m by 2014.

THE APMS BUSINESS

Targeting significant Australian companies with considerable property interests APMS will build a national business with revenues of at least \$190m in its first year of operations expanding to \$256m by 2014.



*Cumulative Year 4

THE APMS BUSINESS

The building maintenance and facilities management industries are currently experiencing significant change. Both industries are highly fragmented with no universal service delivery standards.

3.2 APMS - SOLVING THE FLAWED TRADITIONAL APPROACH

The lack of service delivery standards means that the quality of the building manager is critical to the property being managed properly. As owners try to reduce costs, they recruit managers who use only cost as their selection criterion. This leads to a large churn rate of suppliers. Broadly, quality falls as price sensitivity becomes the overriding factor for supplier selection.

The APMS proposition provides many benefits to clients not found currently in the industry. The outsourced model allows services to be priced competitively while creating a paradigm where standards improve and overall quality in the industry rises. The APMS management model provides a single point of accountability supported with APMS accredited suppliers to fulfill all clients' service supply & vendor requirements.

With essential services, the range of services required to manage and maintain a large range of buildings and facilities is exhaustive and APMS will become an industry recognised 'go-to' outsource partner that can reduce cost, increase efficiencies and service delivery standards. APMS through its world class accreditation program will create significant intellectual property and barriers to entry in the market it will compete in. APMS will ensure that it not only provides increased barriers of entry to organisation looking to enter this market but is also focused on creating a market that will

force existing national and international companies currently in this space to drastically alter their service offering and service delivery models.

CURRENT PROPOSITION	APMS PROPOSITION
Fragmented supplier network	Outsourced 'partnership' model
User frustration from high touch model	Single point of service
No cross service quality control	World class IP underpinning service standard
No service improvement	Supplier accreditation
No tangible efficiencies	Increased service standards
High churn of service providers	Tangible costs & business efficiencies

THE APMS BUSINESS

The demand for APMS Consulting and Advisory Services will be strong, as targeted clients will be under increasing pressure to deliver cost savings as well as improvements in productivity and reliability, environmental management, compliance including risk management.

3.3 APMS CONSULTING AND ADVISORY SERVICES

APMS Consulting and Advisory Services provides high quality property consulting and advisory services delivering tangible benefits to clients. By targeting significant Australian companies with considerable property interests APMS will build a national consulting and advisory services business with revenues of at least \$40m in the second year and expanding to \$54m by Year 3.

The structure of APMS Consulting and Advisory Services centres on a network of 300 subject matter experts virtual across Australia providing facilities, asset and environmental, waste management and engineering services capabilities & expertise. This will include advisory services to clients and general business management advisory services to suppliers and service providers.

With specialized industry knowledge and tested methodologies, APMS provides a collaborative approach to understanding the opportunities within an organisation for long term sustainable outcomes resulting in greater performance and lowered risk. We combine our resource and capabilities to deliver our clients robust end to end property maintenance and management capabilities.

Consultants will be supported by APMS with quality management and technology infrastructure. Consultants will have a minimum of 15 years experience to ensure that the company objectives are met. The APMS website will be the main strategic tool used to manage the company’s position in the market and will include a careers engines as well as client diagnostic tools to diagnose industry and client issues and possible solutions assisting clients and consultants to develop proposals, scope and manage engagements, projects and assignments. The APMS website will provide an intranet/extranet that will provide on line collaboration project management tools and portals for the community of consultants; knowledge libraries to enable the utilisation of expertise from throughout the company. Consultants will be “best in class” experts around all aspects of client requirements.

The demand for APMS Consulting and Advisory Services will be strong, as targeted clients will be under increasing pressure to deliver cost savings as well as improvements in productivity and reliability, environmental management, compliance including risk management.

THE APMS BUSINESS

APMS Consulting and Advisory Services will have the core focus of creating business and cost efficiencies with clients while improving standards and compliance measures. The complete strategic framework for APMS Consulting and Advisory Services will be finalised with its own business plan and in the master plan document, Blueprint 2013.

APMS Consulting and Advisory Services will include:

Facilities Management	Asset Management	Waste Management	Environmental Sciences
<ul style="list-style-type: none">• Facility risk management• Service level development• OH&S procedure and implementation• Inspection and monitoring services• Operational risk assessment• Operational risk management planning• Policy & procedure manual development• Building code compliance• Supply chain management• Development of life cycle budgets/plans• Management of all services	<ul style="list-style-type: none">• Development & assessment of Asset management Plans• Asset management improvement planning• Risk Assessment• Demand Management• Service Levels development• Asset life cycle management• Building services design• Reliability & sustainability engineering• Asset registers• Compliance and risk Assessment	<ul style="list-style-type: none">• Waste audits• Waste disposal• Hazard identification and risk assessments• Recycling programs• OH&S procedure implementation• Regulatory compliance• Operational risk assessment and planning• Policy & procedure manual development• Service level development• Waste tracking programs	<ul style="list-style-type: none">• Utility use analysis and management• Environmental audits and reporting• Carbon emissions trading and reporting• Procurement of environmental services• Regulatory compliance• Environmental risk management• Policy & procedure manual development• Management of utilities suppliers• Energy and utilities reduction initiatives programs and sustainability options

THE APMS BUSINESS

In challenging business environments, companies are under increasing pressure to deliver cost savings as well as improvements in productivity and reliability. The market is being driven by the demand of outsourcing non-core activities in both private and public sector.

3.4 APMS SERVICE DELIVERY

Australian Property Management Solutions Service Delivery Solutions are aimed at managing clients existing service providers and suppliers to achieve defined strategic, operational, financial, and performance goals.

Through our service delivery management team we provide a total end-to-end vendor management solution, leveraged through world class technology and expertise that achieves world’s best practices for our clients to maximize returns on investment. Our method of managing client service portfolios has been developed to deliver the best value and to exceed desired outcomes.

We manage our programs in a collaborative manner to ensure effective provisioning of service excellence so our clients are supported in their sustainability goals to derive competitive advantage. In order to deliver pragmatic solutions and unlock value, we work to understand our clients specific property maintenance and management needs.

Sourcing Advantage strives to provide Service Delivery Solutions that are:

- Proactive
- Integral to strategic planning
- Inclusive and client-focused an
- Driven by measurable performance

The relationship with our clients is fundamental to provide a service delivery that exceeds customer expectations. We understand that organisations are subject to changing needs therefore, we strive to develop flexible relationships with our clients to create sustainable business value to ensure:

Customer Value Alignment

Through the evaluation of internal and external service opportunities to develop and design supply chain channel and services strategies that meet service deliver requirements at optimum costs.

Channel Design and Service Network Optimisation

Through the establishment of optimal service support structures in line with agreed channel, customer services and value requirements.

Strategic Sourcing and Service requirements

The development of supplier leverage points and development of appropriate sourcing strategies that reduce the total cost of ownership and strengthen supply relationships.

Information Systems

Improved information systems to gain maximum visibility, decision support and execution of operations and services, that develops an integrated end to end technical and

business process solution footprint capable of meeting the needs for agreed customer, channel and service delivery

Performance Management

Establishing required service levels to ensure on-going peak performance from both suppliers & service providers Organisation Development – Developing both, skills and capabilities needed to meet and sustain customer, channel and service delivery requirements

Process Engineering

Development of best practice procedures and processes that ensure the client environment operates effectively whilst retaining flexibility to meet new service demands.

Enterprise Asset Management

The implementation of solutions to manage the maintenance and repair operations for capital assets, including equipment, inventory and resources associated with maintaining those assets in order to achieve greater equipment and facility utilisation as well as lower operating costs.

Fulfilment Management

That enables the visibility and efficient management of service and service delivery outcomes that meet stakeholder requirements.

THE APMS BUSINESS

We work to improve performance, reduce operational costs and risk through maintenance management, life-cycle costing and analysis as well as comprehensive facility and property portfolio management solutions leaving our clients to concentrate on their core business.

Australian Property Management Solutions achieves the above through the development of the right management models which is balanced by:

- Business drivers
- Governance, compliance and service level management
- People, processes, technology, risk and change management

These three elements ensure a “balanced scorecard” for delivering and managing the right service and service solutions that deliver consistent results.

Whether it is a single site, a large property portfolio, a one off project, or a comprehensive long-term management contract, each client has specific needs and APMS takes the time to understand them. APMS Service Delivery will provide seamless mobilisation with minimal disruption to the client’s organisation. APMS Service Delivery will earn a percentage of total spend with services under management forecasted to be \$250m in the second year and expanding to \$310m by Year 3. Over \$1bn is forecasted in total spend will managed by APMS Service Delivery within 5 years.

With companies under increasing pressure to deliver cost savings as well as improvements in productivity and reliability, the market is being driven by the demand of outsourcing non-core activities in both private and public sector. APMS

Service Delivery is designed to achieve defined strategic, operational, financial, and performance goals. Using world’s best practices, clients maximise returns on their investment. The relationship with our clients is fundamental to ensure

APMS Service Delivery exceeds client expectations. The complete strategic framework for APMS Service Delivery will be developed with its own business plan and in the master plan document, Blueprint 2013.



THE APMS BUSINESS

The main focus of our Managed Services is to provide total building maintenance an management centrally managed and co-ordinated from our head offices supported by state offices and client site management personal.

3.5 APMS MANAGED SERVICES

The APMS Managed Services business will be resourced with a national network of 1000 APMS accredited suppliers, service providers and vendors providing APMS with a resource and capability to manage over 40 services catering for a full spectrum of property maintenance and management requirements including a full range of soft and hard services across facilities, assets, environmental, waste management and engineering services.

The APMS Managed Services focus will target organisations that have multi-site property portfolios and will include:

- Universities
- Strata companies
- Hospitals, including major health networks
- Casinos
- Local governments
- Retirement villages
- Entertainment and sporting complexes
- Education facilities
- Leisure centres

- Resources sector
- Retail and commercial buildings
- Industrial and manufacturing complexes
- Commercial and residential high-rise buildings
- Federal and State buildings

Our Managed services are aimed at providing services which include Preventative Maintenance, Breakdown Maintenance, Minor Works, Programmed Maintenance, Technical and Miscellaneous Services, Cleaning, Grounds Maintenance, Security Services, Rubbish Removal, Pest Control, Venue Management etc.

Benefits ensure:

- Reduced cost of maintaining and operating assets
- Better forward planning and information capture
- Strategic maintenance and management in preference to an emergency response
- Cost savings through continuous improvements
- Comparative benchmarking of contractor performance

Due to the resourcing and operational requirements required to support the APMS Managed Services business, the APMS Managed Services will not generate any income for the first 3 years in operation, income from the APMS Managed Services business is forecasted to be \$25m in Year 4 with approximately \$250 million in services being managed. By Year 5, revenue is expected to top \$42m.

THE APMS BUSINESS

Our Managed services are aimed at providing services which include Preventative Maintenance, Breakdown Maintenance, Minor Works, Programmed Maintenance, Technical and Miscellaneous Services, Cleaning, Grounds Maintenance, Security Services, Rubbish Removal, Pest Control, Venue Management etc.

By engaging APMS Managed Services, clients will be able to focus on core business issues, realising productivity, efficiency and financial benefits. This relationship based approached over the life of APMS involvement is fundamental to the delivery of APMS solutions and services.

The complete strategic framework for APMS Managed Services will be completed in its own business plan and in the master plan document, Blueprint 2013.



THE APMS BUSINESS

The core strategy underlining the APMS Supplier Accreditation is to accredit suppliers, service providers and vendors including the personal of the organisations.

3.6 APMS SUPPLIER ACCREDITATION

The APMS Supplier Accreditation program is a program that brings together 24 modules into an organisation to produce a bankable result driven toward optimizing the efficiencies and effectiveness of service companies and includes components around business planning, change management and workplace management.

The APMS Supplier Accreditation designed to revolutionize the delivery of service delivery standards to clients and supplier business practices that enables a resource base of 1,000 suppliers across the country providing facilities, asset and environmental, waste management and engineering services, to demonstrate a point-of-difference to clients. APMS Supplier Accreditation is forecast to generate revenues of up to \$389m in the first 4 years.

APMS Supplier Accreditation is the process through which a company embarks upon a specific assessment alignment journey, leading to accreditation and training in best practice, sustainability, innovation and human resource management capacities relative to enhancing the servicing of APMS Managed Services clients. This is the centerpiece business unit for the company as it provides the foundation for all other business units to maximise their potential.

APMS will lead the way in guiding service companies through a vigorous training, assessment, accreditation, development and transformational program, known as the APMS Accreditation and Market Access Program 2010 (AMAP).

The APMS Supplier Accreditation Program will be designed to reignite the fire back into service companies empowered to strive beyond their existing capabilities, this will enable this network of suppliers, service providers and vendors market access to the APMS Managed Services portfolio forecasted to top 2 Billion in services under management within 5 years.

THE APMS BUSINESS

The purpose of the accreditation program and implementation of standards is to ensure conformance with APMS business requirements as well as the promise to APMS clients.



Each supplier seeking to be accredited with APMS Supplier Accreditation will have completed the course of training, accreditation and transformational program within 9 months which will be independently assessed before receiving certification. Accreditation is renewed annually. We expect businesses that take on the Accreditation will want to be the best in their field, will want to drive their service delivery outcomes and those of their staff to new levels of excellence and profitability and have access to the APMS network of opportunities.

With service organisations providing optimised services instead of the minimum standards, client expectations are exceeded and a new in-demand service standard is created. This is a transformative aspect that APMS brings to the property and facilities management industries.

With no universal accreditation standard across the disciplines for buildings and facilities management, APMS Supplier Accreditation meets a large market need with a world-class product. The complete strategic framework APMS Assessment, Accreditation, Licensing and Consulting Program: A Strategic Road Map can be found completed in its own business plan and in the master plan document, Blueprint 2013.

THE APMS BUSINESS

The development of the APMS network will be a vital asset to the company. With this network APMS will be able to provide extensive capacity to clients in throughout Australia. The knowledge base of consultants and service providers will create an innovation culture that fosters empowerment, confidence and capability.

3.7 GROWTH STRATEGY

To ensure APMS corporate and market objectives are met in a timely and commercial capacity, APMS has a created a blueprint for growth. Blueprint 2013 details all aspects of the company's financial, operational, resourcing and budgeting plans and requirements. Blueprint 2013 is geared to move the company into the critical components of resourcing, execution, market entry, and growth and development phases while ensuring continual operational excellence and service standards to clients.

Management of this growth is critical to the success of the organisation, and process, methodologies and people will be put into place to ensure Blueprint 2013 is achieved. As mentioned above the APMS Suppliers, service providers, vendors and consultant network provide accelerated growth and funding during the first two years.

Risk will be reduced as clients will not be reliant on a single provider with no service standard – regardless of where they are in the Australia, with APMS they will receive service and solution outcomes.

Comparative to its peers the network will provide APMS with compelling cost savings, efficiencies, increased revenue and profitable income. As APMS scales towards its 5 year objectives the better it can service the industry to the level market will expect.

Key growth indicators include:



Launch	Establishment	Expansion
Develop Processes, Systems & IP	Increase Visibility	Refine Business Model
Board & Management in Place	Drive Industry Transformation	Target Large Scale Clients
Recruit & Prepare Consultants	List on ASX	International Expansion

THE APMS BUSINESS

APMS is building a large suite of valuable intellectual property unique to the company.

3.8 INTELLECTUAL PROPERTY

Accreditation Program	APMS Processes/Systems	Blueprint 2013
An industry first program designed to bring new expectations around the way service providers provide and deliver services.	Each aspect of the business will be underpinned by detailed processes and systems to ensure standardisation and consistency.	A detailed business plan covering the financial, operational and, resourcing and execution program to support the development and growth expectation units until IPO.

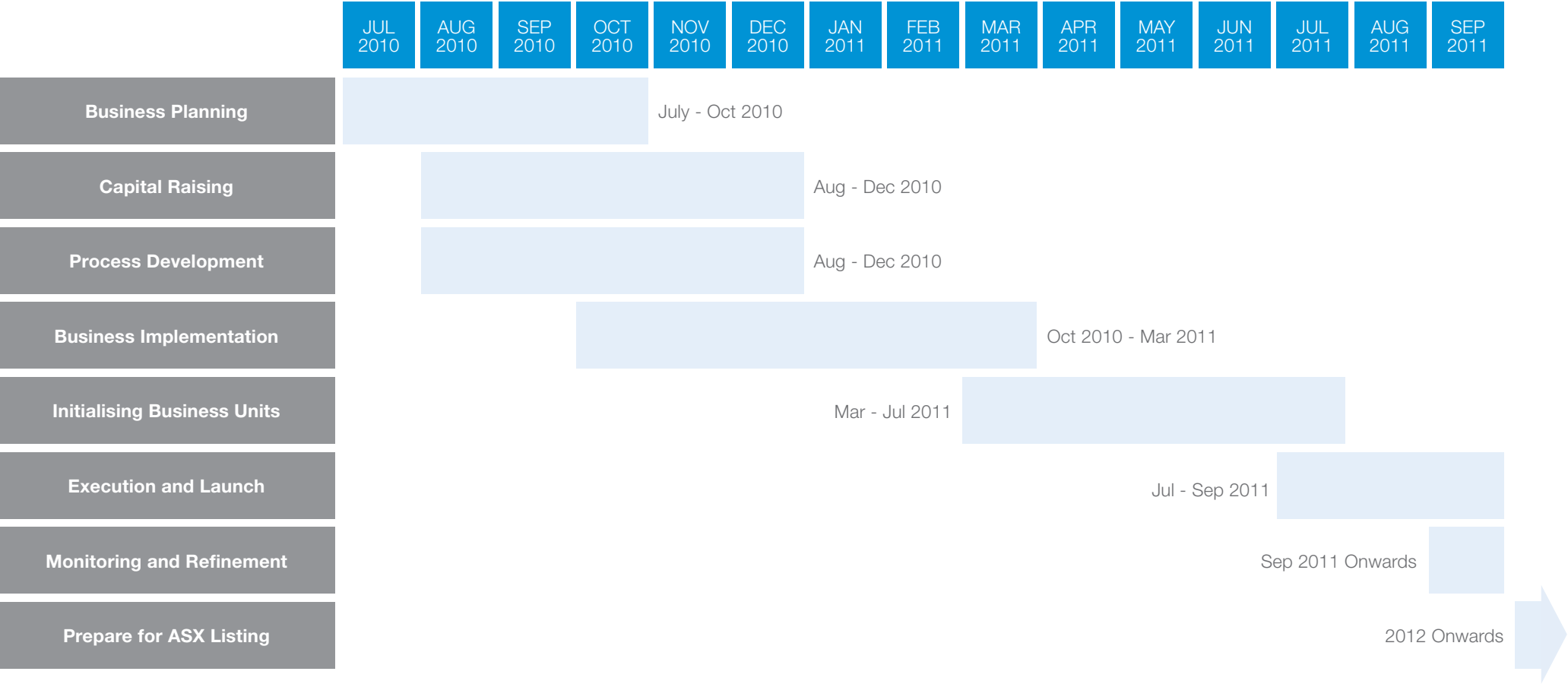
Processes and systems to date have been closely guarded to the company as all systems will need to be completed before any formal protection of intellectual property can occur. This is to provide APMS investors security within the market.

APMS Holdings will also licence IP from its subsidiaries as IP is developed in order to further enhance value to shareholders.

THE APMS BUSINESS

APMS has created a timeline for both its development and growth to ensure that operational development occurs within an aggressive timeline necessary to meet the company’s objectives.

3.9 TARGET TIMELINES



THE MARKET

The internet offers opportunities to systemize property management over large areas to multiple prospective tenants.

4.1 MARKET OVERVIEW

The information sourced in this market overview comes courtesy of IBIS World, Australian Bureau of Statistics and Economist Intelligence Unit who are all trusted resources for research and industry statistics. The information is current as at August 25, 2010.

Very large domestic market:

The Facilities Management market is currently \$20bn per annum. The property and business services market is \$195bn per annum. Neither statistics incorporates government spend on building and facilities management totaling \$4bn across Australia. Each market sector has grown year on year as compliance needs increase and the number of viable facilities that enter the market increases.

The market is unlikely to shrink greatly. Over time it will grow by the number of new buildings and facilities being erected. This is especially true as there is a trend towards high density and high rise living in Australian cities. There are also a large percentage of non compliant buildings, which are not reflected in the industry figures as some managers and owners do not adequately maintain their buildings.

Growth may also occur by further tightening of OH&S legislation to create greater demand all essential. A more litigious environment may contribute to this occurring.

Major expenditure is currently underway in green buildings and environmental projects and APMS expects to capture a significant proportion of these large initiatives that involve complex requirements and building strategic relationships.

Industry has stagnated from lack of innovation:

There is little use of technology in this industry. There is an opportunity for computerised property management systems to provide efficiency gains in administration for large property operators. As innovation of technology and the business model offer efficiencies to clients, there will be a number of small underperforming suppliers that would become acquisition targets. There is room for market consolidation this may be a key strategy in expanding by territory, or by product in the future.

Suppliers lack incentives to increase service delivery levels:

The Facilities Management industry has seen increased regulation across various States, in which the rights and responsibilities of owners, landlords and tenants are outlined. The consistent thread between all three is cost sensitivity. With cost sensitivity being the over-riding factor, there is no incentive to increase service delivery standards and suppliers drive down the price as much as possible with ‘no frills’ offerings.

No Economies of Scale Experienced:

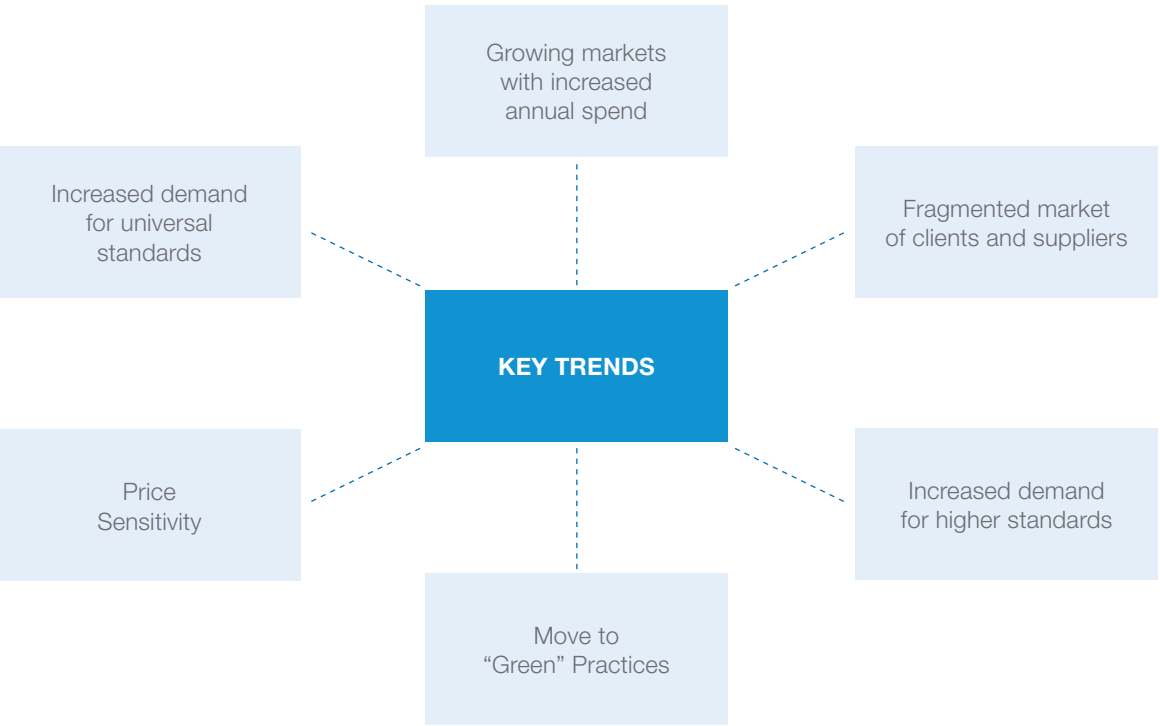
There is little opportunity to accrue economies of scale for individual suppliers. Economies become available as larger properties and multi-site properties are managed by a sole operator. This occurs as IT and infrastructure processes can be centralized.

Opportunity to Outsource Property Management:

Property management is often handled in-house by facility managers. This places buildings in a key person risk situation. Often, services are outsourced to commercial real estate agents, who charge high fees to manage the model with no checks and systems in place. In addition, real estate agents use their own service providers that may not be suitable for the property or be incentivized to be the most efficient.

THE MARKET

4.2 KEY TRENDS



4.3 CRITICAL SUCCESS FACTORS

Based on the market data gathered in 4.1 Market Overview & 4.2 Key Trends, there are a number of critical success factors that have been identified for APMS to succeed:

- Focus on Large Companies
- Compliance Driven
- Promote Higher Standards
- Effective Cost Controls
- Large Geographical Reach
- Innovate to Benefit Clients
- Brand Awareness
- Demonstrate Increased Efficiencies
- Incentivise Suppliers

THE MARKET

APMS is geared to redefine industry practices by setting service and quality standards and becoming a partner of choice.

4.4 TARGET MARKETS

Based on the critical success factors for the company and market data, APMS is focusing on the following target markets:

National companies with multiple sites or property portfolios

Demonstrate cost and business efficiencies to multi-site companies using the APMS outsource model.

Government infrastructure

Large revenue, long term contract providers able to capitalise a standardised provider of universal, essential services.

Supplier companies with revenue over \$5m

Focus on supplier companies with sufficient revenue that service delivery and accreditation would be financial viable and efficiencies can be found.

4.5 COMPETITIVE ADVANTAGES

The APMS proposition provides many benefits to clients not provided currently in the industry. Building and facilities management is highly fragmented with no universal service delivery standards. The current market need has been recognised as the market is looking for significant improvement.

CURRENT PROPOSITION	APMS PROPOSITION
Fragmented supplier network	Outsourced 'partnership' model
User frustration from high touch model	Single point of service
No cross service quality control	World class IP underpinning service standard
No service improvement	Supplier accreditation
No tangible efficiencies	Increased service standards
High churn of service providers	Tangible costs & business efficiencies

4.6 COMPETITOR ANALYSIS

The industry APMS is entering is highly fragmented. APMS finds itself in a clear gap in the market as the diversity of competitors offer a variety of services but no single point of service for all outsourced building and facilities management services incorporating management, training, accreditation and significant market access.

These other service providers tend to be grouped in the following areas:

- Contractors responsible for building works
- Professional construction service providers
- Facilities management companies
- Niche facilities service providers such as specialists in cleaning, catering, security and grounds maintenance
- Professional property services and corporate real-estate management companies
- Organisations providing design, build, finance and operation functions
- Total property outsourcing or strategic property partnership suppliers

THE MARKET

Companies that fall into the above categories and provide direct competition to APMS include:

- United Group
- Sodexho
- Paige Kirkland Group
- Toll Group
- Jones Lang LeSalle
- Five D
- ISS Facilities
- AESC
- Spotless
- Honeywell
- Transfield
- Clough

These large players generally target large clients at a national level and have a national, centralised management structures to provide the leverage for their processes and systems and to cover their overheads. Significant costs are expended on IT, business development, facilities, and large management structures. Given the nature and scale of their organisational structure, client service can be compromised and service levels may be under-delivered in select service areas.

Providers have also allowed themselves to be pushed into price-based tenders, resulting in poor revenue levels and internal cost-cutting. Providers are not delivering client focussed innovative services and often need to be forced to improve services in line with new client directions.

In addition, APMS has chosen to actively engage and transform the industry through its APMS Supplier Accreditation business unit. When mapping competitors against APMS using this compelling market difference, it is evident that the company can transform the industry.



THE MARKET

Each APMS business unit will have its own purpose based business and marketing plan. The exact strategies employed by APMS are the property of the company and will not be published.

4.7 KEY MARKETING STRATEGIES

Details will be disclosed to parties at an advanced stage of discussion of investment. In line with the business and marketing plans, the company will market itself to increase brand awareness and credibility.

This will be achieved by:

- Appointing a recognised industry leader
- Actively seek contracts by tender from Government and private organisations.
- Marketing extensively through a world-class APMS website

4.8 SALES CONVERSION

APMS recognises that to capitalise on the recognised market opportunity not only must the company meet the market but it must compel it to engage APMS. This sales conversion includes the following:

Business Development Managers

Appointment of highly connected and networked business development managers.

Sales & Marketing Collateral

Standardise the company approach by equipping BDMs with all the right collateral, tools and business support necessary to win projects, engagements, assignments and contracts.

Follow APMS Process Maps

Ensure that the approach across the company is process driven to deliver the APMS message across all channels consistently.



THE FACILITIES MANAGEMENT
MARKET IS CURRENTLY \$20BN PA.
THE PROPERTY & BUSINESS
MARKET IS \$195BN PA.

RISK ANALYSIS

Each APMS business unit will have its own purpose based business and marketing plan. The exact strategies employed by APMS are the property of the company and will not be published.

5.1 MARKET THREATS & MITIGATING RISK

APMS has identified and is aware of a number of competitive and commercial risks and threats, and has undertaken a strategic review of such risks and threats in extensive detail and is committed to managing them at an appropriate and commercial level. In Blue Print 2013 including APMS business, operations, financial, commercial resourcing and funding plans these risks and threats have been considered more extensively.

For each potential risk there is a defined risk reduction strategy to protect the company and maintain its successful commercial and corporate objectives:

No market authority

Raise awareness and credibility by aggressively promoting the APMS value proposition in addition to evaluating various market entry options, alliance and joint venture opportunities.

Lack of personnel

APMS has a scaleable business model which allows it to operate on minimal staff if the business requires it. The Directors and external providers currently fulfill all the critical tasks for the company. APMS has completed a recruitment plan to efficiently staff the company for growth.

Technology risk

APMS is currently in the process of securing IP in the company to reduce the impact of technology risk to the company.

Key person risk

APMS is seeking to recruit a minimum of 3 high board level appointments to reduce personnel risk. APMS is committed to developing a robust recruitment plan to fill key positions. All actions will be taken to reduce or eliminate key person risk.

Change in the economy

APMS will be resourced intelligently to move with demand fluctuations reducing the effects of changes in the economy.

Competition

There are several barriers to entry for any would-be competitors from expertise to process development to capital outlay.

Unforeseen expenditure risk

The company will go through an intense budgeting process to ensure cost blowouts do not occur and has made measures to minimise the dependencies on fixed overheads.

Government Policy Changes

Government policies have trended towards increased compliance rather than less. APMS is providing safer, efficient, accredited solutions that make client facilities more compliant.

RISK ANALYSIS

5.2 INVESTOR RISK

There are a number of risk factors that could potentially impact upon the future operating and financial performance of APMS. Any investment is speculative and involves a number of risks. While the Directors intend to use prudent management to minimise risks to Shareholders, no assurances can be given by the group as to the success or otherwise of its business. The group does not guarantee the return of capital, any rate of return in terms of income or capital gain or investment performance. It is not possible to identify each and every risk, investors should consider the risk factors outlined below:

Market Risk

Investment returns are influenced by market factors. These changes include change in economic and legislative environment. In addition, significant events such as natural disasters can impact directly on the group. As a result, no guarantee can be given in respect of the future earnings for APMS.

Capital Raising Risk

There can be no guarantee that adequate capital will be raised in a timely fashion for the Company to utilise in achieving its commercial and operational objectives.

Industry Risk

There are a number of industry risk factors that may affect the operation and performance of the group. These factors are outside of the control of APMS and may affect all operators in this space.

Interest Rates Risk

Any variation of interest rates could materially affect the operating results of the company, though increases in rates will make the APMS value proposition more attractive as investors are trying to save money.

Liquidity Risk

As the investment is in a private company, the ability to sell shares is present but there is no assumed market for these shares. The ability to turnover shares can affect your ability to dispose of shares when necessary.

Taxation Risk

Taxation laws are in a continual state of change and no warranty can be made in relation to reforms which directly affect the company.

Regulatory Risk

APMS may be exposed to the risk of changes to applicable laws which may deem the company not viable.

FINANCIALS

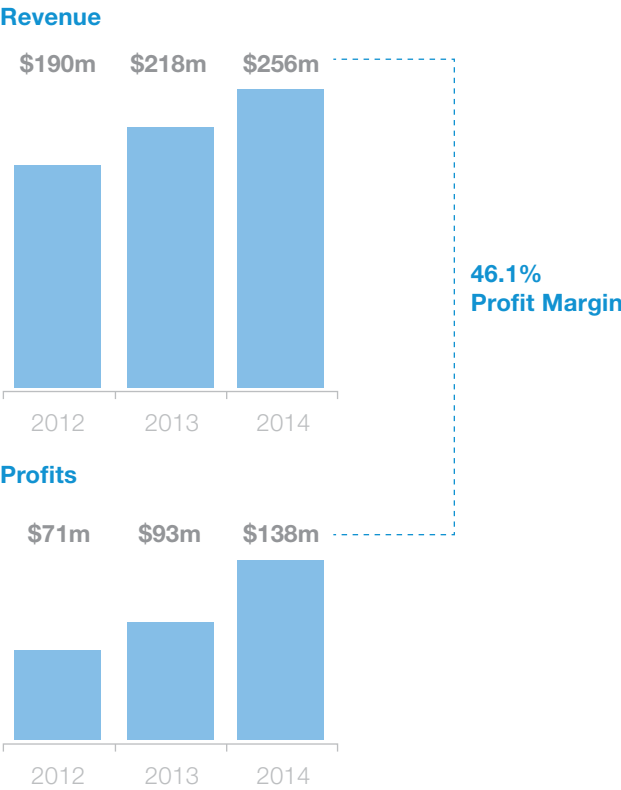
After the launch phase of 2010/2011, the company anticipates strong revenue and profit across all 4 of its business units with \$256m in revenue and \$138m in profit in 2014.

6.1 FINANCIAL SUMMARY

Key strengths of the APMS business model are that the company:

- Is cashflow positive after launch
- Has 4 strong income streams
- Has a high gross profit margin compared to industry peers a result of its resourcing and management capabilities

Any projection would necessarily contain such a broad range of potential outcomes and possibilities that it would be unreliable; however for illustrative purposes; an outline of pro forma projections is outlined below. For a detailed view of the projected cash flows for APMS to 2014, only interested parties in investment will be given access.



FINANCIALS

6.2 PROJECTED PROFIT & LOSS

A\$	2010/11	2011/12	2012/13	2013/14	2014/15
Revenue					
Consulting Services	0	41,500,000	63,610,166	89,453,269	127,222,261
Service Delivery	0	25,000,000	31,003,327	41,548,584	55,680,631
Managed Services	0	0	0	25,000,000	42,044,821
Supplier Accreditation (Fees)	0	11,250,000	11,250,000	0	-
Supplier Accreditation (Program)	0	112,500,000	112,500,000	75,000,000	-
Supplier Accreditation (Licensing)	0	0	0	25,000,000	25,000,000
Total Revenue	0	190,001,500	218,364,993	256,001,853	249,947,713
Costs					
APMS Corporate	2,453,000	9,500,075	10,925,086	12,563,849	14,448,427
Consulting Services	425,000	26,000,000	35,464,000	51,919,296	76,009,849
Service Delivery	615,000	12,500,000	15,501,663	20,774,292	27,840,316
Managed Services	1,500,000	3,000,000	5,000,000	20,000,000	33,635,857
Supplier Accreditation	0	68,170,322	58,170,322	12,500,000	12,500,000
Total Costs	4,993,000	119,170,397	125,061,072	117,757,437	164,434,448
Forecast EBITDA*	4,993,000	70,831,103	93,303,921	138,444,426	85,513,265

*Please refer to Important Notice on page 3 of this document regarding Forward Looking Statements.

FINANCIALS

6.2 PROJECTED PROFIT & LOSS - INCOME STATEMENT

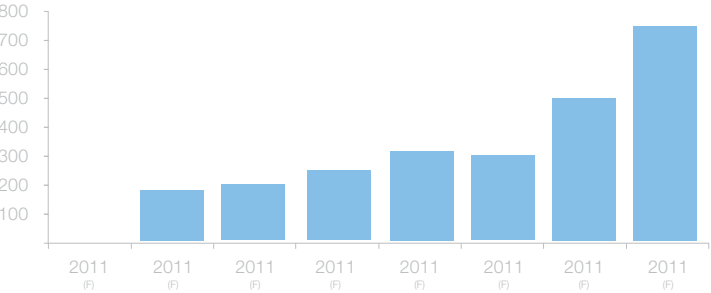
AS	2011 (F)	2012 (F)	2013 (F)	2014 (F)	2015 (F)	2016 (F)
Cash Receipts	0	174.4	216.0	252.9	250.4	344.4
Cash Payments	(4.5)	(105.1)	(124.3)	(118.7)	(158.7)	(225.7)
Other Operating Cash Flows	0	1.5	(21.2)	(28.0)	(41.5)	(25.7)
Operating Cash Flows	(4.5)	70.8	70.4	106.3	50.3	93.0
Capital Expenditure	0	0	0	0	0	0
Other Investing Cash Flows	0	0	(1.5)	0	0	0
Investing Cash Flows	0	0	(1.5)	0	0	0
Debit Drawdowns / (Repayments)	0	0	0	0	0	0
Equity Drawdowns / (Repayments)	20.0	0	0	0	0	0
Equity Dividends Paid	0	(9.9)	(13.1)	(19.4)	(12.0)	(16.6)
Financing Cash Flows	20.0	(9.9)	(13.1)	(19.4)	(12.0)	(16.6)
Net Increase / (Decrease) in Cash Held	15.5	60.9	55.9	86.9	38.3	76.4

AS	2011 (F)	2012 (F)	2013 (F)	2014 (F)	2015 (F)	2016 (F)
Current Assets	15.6	92.1	150.3	240.3	278.2	362.9
Non-Current Assets	10.0	10.0	11.5	11.5	11.5	11.5
Total Assets	25.6	102.1	161.8	251.8	289.7	374.4
Current Liabilities	(0.9)	35.9	43.4	56.0	45.9	64.3
Non-Current Liabilities	0					
Total Liabilities	(0.9)	35.9	43.4	56.0	45.9	64.3
Net Assets	26.5	66.2	118.4	195.8	243.7	310.1
Ordinary Equity	20.0	20.0	20.0	20.0	20.0	20
Retained Profits	6.5	46.2	98.4	175.8	223.7	290.1
Total Equity	26.5	66.2	118.4	195.8	243.7	310.1

*Please refer to Important Notice on page 3 of this document regarding Forward Looking Statements.

FINANCIALS

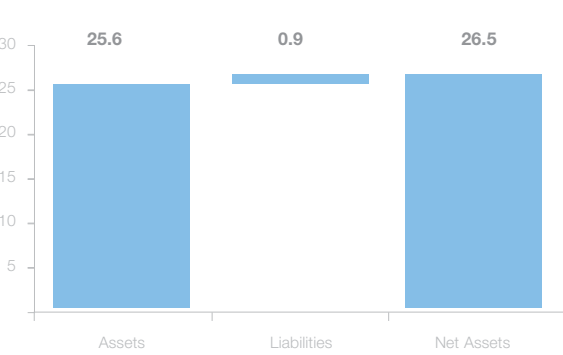
Revenue



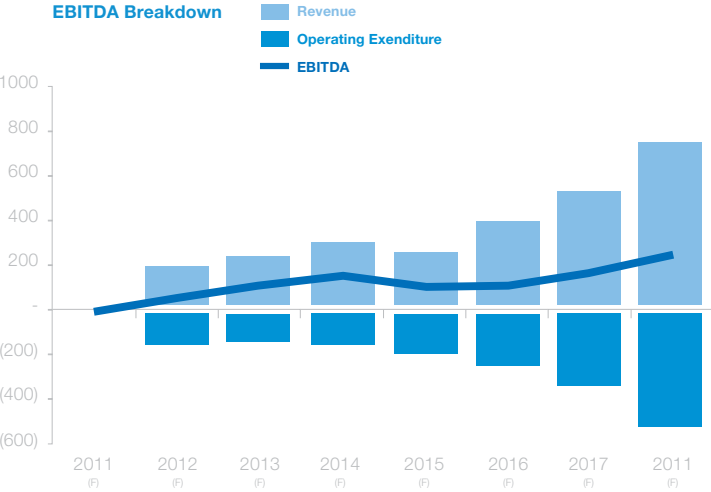
Cost of Goods Sold



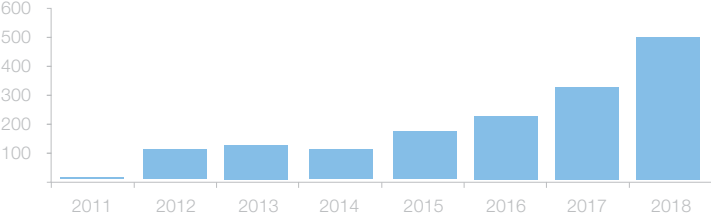
Net Assets - 2011 (F)



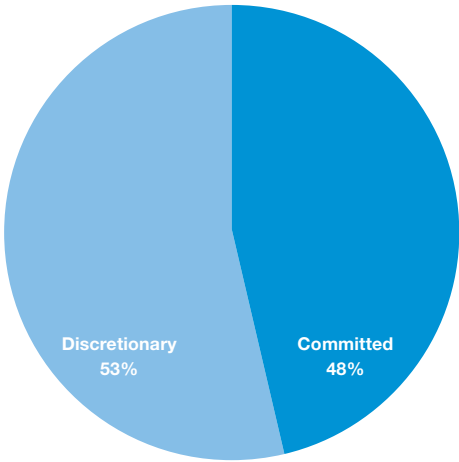
EBITDA Breakdown



Operating Expenditure



Operating Expenditure -
Committed vs. Discretionary - 2011 (F)



*Please refer to Important Notice on page 3 of this document regarding Forward Looking Statements.

APMS ENVISAGES AN IPO BY 2014 WHEN COMPANY EBITDA REACHES \$138MIL.

THE INVESTOR OPPORTUNITY

7.1 THE PURPOSE OF THIS CAPITAL RAISING

APMS is seeking to raise \$20,000,000 through an issue of Ordinary Shares. The funds raised will be used to:



Secure C Level
Appointments

Create IP &
Finalise Services
To Be Market Ready

Effectively
Launch Services in
Capital Cities

Ensure
Market Entry

6 Months
Working Capital

7.2 EXIT STRATEGY

Pre-IPO investors have the opportunity to realise a gain at IPO. APMS intends an IPO on the ASX in 2-3 years at a significant premium to the Pre-IPO share price in order to offer early stage investors the opportunity to exit if desired. The Directors of the company see the IPO as a growth driver and investors can exit any part of their investment once APMS is quoted.

APMS HOLDINGS
LIMITED

Exit Strategy

IPO by 2014

7.3 SHARES OFFERED

To fund the strategic plan for the Company, 5,000,000 shares at \$0.60 per share will be issued in order to raise \$3,000,000

in an initial offer. 17,000,000 shares at \$1.00 per share will then be issued in order to raise \$17,000,000 in a secondary offer once the initial offer has been fully subscribed. The total shares issued will represent 22% of the company if the capital raising is fully subscribed. All shares issued pursuant to this Information Memorandum will be issued as fully paid and will rank equally in all respects with the Shares already on issue.

7.4 MINIMUM SUBSCRIPTION

The minimum subscription for shares under this offer is \$60,000 equating to 100,000 shares at \$0.60 per share and 60,000 shares at \$1.00. Applications under the minimum subscription amount may be approved at the Director's discretion. The minimum total subscription for the offer is \$60,000.

7.5 OFFER PERIOD

The Offer will open on the Opening Date of 1 September 2010 and close on 31 December 2011 or when the offer is fully subscribed. It is the right of the Company to either close or extend the Offer at any time without prior notice.

THE INVESTOR OPPORTUNITY

7.6 OWNERSHIP STRUCTURE

The Company proposes to offer for sale a total of approximately 22% (or its equivalent in the event of a capital restructuring) of APMS to new members.

The present owners have invested money, time, contacts, research, development, processes and systems of the business. For this contribution they will retain 80% (or its equivalent in the event of a capital restructuring) of APMS from the outset.



7.7 OVERSUBSCRIPTIONS

The company may consider oversubscriptions in this offering. The decision of the Directors of APMS is final.

7.8 ALLOTMENT OF SHARES

Allotment of shares under the Offer will take 2 weeks after the Minimum Subscription has been raised. Prior to allotment, all application monies shall be held by the Company. The Company, irrespective of whether the allotment of shares takes place, will retain any interest earned on the application monies.

The Directors reserve the right to allot shares in full for any application or decline any application.

7.9 HOW TO APPLY FOR SHARES

Applications may be made, and will only be accepted, on the relevant Application Form. An Application Form can be obtained by completing an Expressions of Interest form. Full payment for the shares listed on the Application must be received at the same time.

7.10 WHO TO CONTACT

Investors with questions on the Offer in general or wish to make an application should contact:

Dr Mark Rainbird
Director – Ramscove
Mobile 0430 977 739
Email mark.rainbird@ramscove.com.au

7.11 APPLICATIONS MADE OUTSIDE AUSTRALIA

The distribution of this Information Memorandum in jurisdictions outside Australia and New Zealand may be restricted by law and does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons who come into possession of this Information Memorandum should seek advice on and observe any restrictions on accepting an offer. Any failure to comply with the restrictions may constitute a violation of applicable securities law.

ADDITIONAL INFORMATION

8.1 UNDERWRITING

This Offer is not underwritten.

8.2 TAXATION

The acquisition and disposal of Shares in the Company will have tax consequences, which will differ depending on the individual financial affairs of each shareholder. All potential investors in the Company are urged to take independent finance advice about the consequences of acquiring these Securities from a taxation standpoint and generally. To the maximum extent permitted by law, the Company, its Directors and its Advisors accept no liability or responsibility with respect to taxation consequences of subscribing for shares under this Information Memorandum.

8.3 STOCK EXCHANGE LISTING

The share offering by this Information Memorandum will not be quoted on a stock exchange. This raising is Pre-IPO, but no quotation is expected within 12-24 months unless market and company conditions and appropriate.

8.4 SHAREHOLDER FINANCIAL REPORTING

APMS is a publicly unlisted company and it is a legal obligation for the company to have accounts prepared and audited. An annual report will then be filed and distributed to shareholders.

8.5 DIVIDEND POLICY

The Company will pay dividends from the profit made by the company when prudent. It is the intention to distribute these dividends as fully franked dividends where possible. However, the director does not expect that any dividend will be payable in respect of financial year ending 30 June 2011.

8.6 LITIGATION

The Company and its Director are not and have not been, during the 12 months preceding the date of this Information Memorandum, involved in any legal proceedings which have had a significant effect on the financial position on the Company. As far as the Directors are aware there are no such proceedings imminent or threatened against the company.

8.7 LEGAL JURISDICTION

The legal jurisdiction for this offer is Victoria, Australia.

8.8 LIMITED LIABILITY

As the shares under this Information Memorandum are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

8.9 TRANSFER OF SHARES

Should a Shareholder seek to dispose of any of their shares, the Share Certificate will need to be provided to the Share Registry to allow a transfer to occur. The Directors of the Company may refuse to register a transfer of shares where the transfer is not in registrable form. The Company has first right of refusal on purchase of shares.

ADDITIONAL INFORMATION

8.10 PRIVACY

If you complete an Application Form, you are providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate payments and corporate communications to you as a Shareholder.

The information may also be used periodically and disclosed to persons inspecting the share register, including but not exclusively, regulatory bodies, the Australian Taxation Office, print service providers and mail houses. Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988 and the Corporations Act 2001. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

8.11 CORPORATE GOVERNANCE

The Directors of APMS are responsible for the corporate governance of the company. The Directors guide and monitor the business and affairs of APMS on behalf of the members to whom they are accountable. To ensure the Directors are well equipped to discharge their responsibilities, it has established corporate governance guidelines for the operation of the company. These guidelines include but are not limited to:

- Director responsibilities
- Company Auditing
- Remuneration Policies
- Communications to Shareholders

8.12 NO LIABILITY FOR COSTS

Neither the Company nor any other person accepts any responsibility for any costs incurred by any person in relation to that person's evaluation of the Company pursuant to this Information Memorandum or otherwise.

EXPRESSIONS OF INTEREST

A. PLEASE ENTER THE APPLICANT'S NAME

Applicant's Given Name or Company Name

Family Name / ACN

B. PLEASE ENTER THE APPLICANT'S CONTACT INFORMATION

Street Number, Street, Suburb, State & Postcode or PO BOX

Contact Name

Phone

Email

C. ADDITIONAL INFORMATION

D. ACKNOWLEDGEMENTS AND SIGNATURE

I confirm that:

- I have read the Information Memorandum in its entirety
- APMS is not bound to accept my Expression of Interest Form
- I have had the opportunity to seek professional advice regarding all aspects of this investments
- I have not relied on any statements or representations made by any party other than those written representations made in the Information Memorandum
- I recognise that all APMS information is confidential and not in the public domain
- I will be contacted by Ramscope on behalf of APMS directly to make an application

Signature

Print Name

Date

Applicants should read the Information Memorandum in Australian Property Management Services Pty Ltd (APMS) in its entirety before completing an Expression of Interest in this Offer.





AUSTRALIANPROPERTY

MANAGEMENT SOLUTIONS

Sustainability through innovation

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Melbourne, VIC 3000

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201 Sussex Street
Sydney, NSW 2000

Brisbane

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Brisbane, Qld 4000

Adelaide

Level 5, City Central Tower 2,
121 King William Street
Adelaide, SA 5000

Perth

Level 27, St Martins Tower 44 St Georges
Terrace Perth, WA 6000

Canberra

Tower A, Level 5 Regus Canberra,
7 London Circuit City West
Canberra ACT, 2600

1300 193 148

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