



**PROGRAMMED
MAINTENANCE
SERVICES**

**PEOPLE
TAKING CARE
OF PROPERTY**

52 RICKETTS ROAD
MOUNT WAVERLEY
VICTORIA 3149

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VICTORIA 3149

TELEPHONE
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ASX Announcement

3 July 2007

Company Announcements Office
Australian Stock Exchange Limited
Exchange Centre
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Sir,

2007 ANNUAL GENERAL MEETING MAILING

Under Listing Rule 3.17, please find attached the following documents relating to the Annual General Meeting of Programmed Maintenance Services Limited to be held on Friday 3rd August 2007 which have been mailed to shareholders:-

- (a) Covering letter from the Chairman
- (b) Notice of Meeting
- (c) Explanatory Notes on the Resolutions
- (d) Proxy Form

Yours sincerely,

PROGRAMMED MAINTENANCE SERVICES LIMITED

Ian H. Jones
Secretary



**PROGRAMMED
MAINTENANCE
SERVICES**

Programmed Maintenance Services Limited
ABN 61 054 742 264

Computershare

All correspondence to:
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GPO Box 242 Melbourne
Victoria 3001 Australia
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PRG

MR JOHN SMITH 1

FLAT 123

123 SAMPLE STREET

THE SAMPLE HILL

SAMPLE ESTATE

SAMPLEVILLE VIC 3030



Dear Shareholder,

I have pleasure in inviting you to attend our 2007 Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the offices of Deloitte Touche Tohmatsu, 180 Lonsdale Street, Melbourne, Victoria, on Friday, 3rd August 2007 at 11:00am.

If you are attending this meeting, please bring this letter with you to facilitate your registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on (03) 9473 2555 so that it is received by 11:00am on Wednesday, 1st August 2007.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely,

G. A. Tomlinson
Chairman

Encl.

Notice of Annual General Meeting

FRIDAY 3rd AUGUST 2007

Programmed Maintenance Services Limited ABN 61 054 742 264
52 Ricketts Road, Mt. Waverley, Victoria, 3149

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders in the Company will be held at the offices of Deloitte Touche Tohmatsu, 180 Lonsdale Street, Melbourne, Victoria on Friday, 3rd August 2007 at 11:00am.

Ordinary Business and Special Business

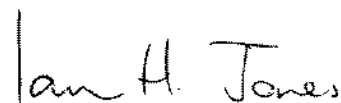
1. To receive and consider the financial statements of the Company and its controlled entities for the year ended 31st March 2007 and the related reports of the Directors and Auditors thereon.
2. To receive and adopt the Remuneration Report (contained in the Directors' Report) for the year ended 31st March 2007.
3. To re-elect a Director. A present Director, Ms. S.M. Oliver, is retiring by rotation in accordance with Rule 69 of the Company's Constitution and being eligible, offers herself for re-election.
4. To elect a Director. Having been appointed a director since the last Annual General Meeting, Mr. N.D. Hamilton retires in accordance with Rule 57 of the Company's Constitution, and being eligible, offers himself for election.
5. To elect a Director. Having been appointed a director since the last Annual General Meeting, Mr. J.G. Whittle retires in accordance with Rule 57 of the Company's Constitution, and being eligible, offers himself for election.
6. To consider, and if thought fit, pass the following resolution as an ordinary resolution:-

That the maximum remuneration provided by the Company to non-executive directors of the Company for their services to the Company and its subsidiaries be increased by \$175,000 per annum to a maximum of \$575,000 per annum, effective from 1 October 2007.
7. To consider, and if thought fit, pass the following resolution as a special resolution:-

That, in accordance with section 260B(2) of the *Corporations Act 2001* (Cth), the Company approve the giving of financial assistance by Integrated Group Limited and its wholly owned Australian subsidiaries (each now a wholly owned subsidiary of the Company) for the purpose of, or in connection with, the purchase of up to 72,375,758 ordinary shares in the capital of Integrated Group Limited by the Company.
8. Other Business. To transact any other business that may be brought forward in accordance with the Company's Constitution and the Corporations Act 2001.

DATED this 27th day of June 2007

BY ORDER OF THE BOARD



I.H. Jones
Secretary

VOTING ENTITLEMENTS

For the purpose of the Corporations Act 2001, the Company has determined that all securities of the Company that are quoted securities at 7:00pm Australian Eastern Standard Time on Wednesday 1st August 2007 will be taken, for the purpose of the Meeting, to be held by the persons who held them at the time.

PROXIES

A shareholder has the right to appoint a proxy who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Computershare Investor Services Pty. Ltd., GPO Box 242 Melbourne Victoria 3001 or at the Company's registered office, 52 Ricketts Road Mount Waverley Victoria 3149 or by facsimile to Computershare on (03) 9473 2555 or to the Company on (03) 9562 8006 by 11:00am on Wednesday, 1st August 2007.

EXPLANATORY NOTES ON THE RESOLUTIONS

Resolution 1 – Financial Report

The Financial Report of the Company and the consolidated entity and the reports of Directors and Auditors thereon are set out in the 2007 Annual Report.

Resolution 2 – Remuneration Report

The Remuneration Report is set out on pages 22 to 25 of the 2007 Annual Report. The vote on this resolution is advisory only, and does not bind the Directors or the Company.

Resolution 3 – Re-election of Director

A summary of the biographical data on the director offering herself for re-election is set out below:-

Susan Oliver

A non-executive director since August 1999, Ms Oliver also holds non-executive directorships with Transurban Group Limited and MBF Australia Limited Group. Ms Oliver has held senior management positions in the Departments of Housing and Construction and Industry, Science and Resources, and in the consulting companies Invetech and Andersen Consulting. She has extensive professional experience in strategy, marketing, technology and scenario planning and currently runs her own consulting and advisory practice in these areas. Ms Oliver began her career in the construction industry and has a Bachelor of Property & Construction from Melbourne University and is a Fellow of the Australian Institute of Company Directors. Age 56.

Resolution 4 – Election of Director

A summary of the biographical data on the director offering himself for election is set out below:-

Neil Hamilton

A non-executive director since June 2007, Mr Hamilton has substantial experience in a number of industries including insurance and resources. He is chairman of IRESS Market Technology Limited, and a director of Insurance Australia Group Ltd. He is also chairman of the AFL Players Association Advisory Board.

Resolution 5 – Election of Director

A summary of the biographical data on the director offering himself for election is set out below:-

Jonathan Whittle

A non-executive director since June 2007, Mr Whittle was the Managing Director of Integrated Group Limited from the time of Integrated's formation in November 1992 until February 2006 when he retired from his executive role and became a non-executive director of Integrated. He has extensive experience in the recruitment industry, having worked and then managed the West Australian operations of a multinational recruitment agency prior to establishing Integrated Workforce.

Resolution 6 – Approval of increase in non-executive director remuneration

The maximum remuneration of non-executive directors was set at \$400,000 as disclosed in the prospectus issued prior to the Company listing on 1 October 1999, and has remained unchanged since that time.

The remuneration paid to each director during the year ended 31st March 2007 is disclosed in the Remuneration Report (contained in the Directors' Report), with the total remuneration paid being \$282,866, excluding compulsory superannuation and re-imburement of expenses.

The proposed increase is necessary to allow for:-

- (a) the two directors, Neil Hamilton and Jonathan Whittle, who joined the Board in June 2007 following the merger with Integrated Group Limited, and will stand for election at this meeting;
- (b) the increased size and complexity of the Company's operations;
- (c) the increasing onerous responsibilities of directors in international regulatory environments; and
- (d) the future possible expansion in the size of the Board, when appropriate, for succession planning purposes.

The proposed increase of \$175,000 to the maximum annual amount of \$575,000 is not intended to be utilised in the immediate future.

Resolution 7 - Approval of financial assistance

(a) Introduction

The following explanatory material is provided to shareholders in relation to the resolution set out in the notice of meeting accompanying this Explanatory Memorandum (the *Notice of Meeting*) to be proposed at a meeting of Programmed Maintenance Services Limited (the *Company*) to be held on **Friday 3rd August**.

(b) Purpose

The purpose of this resolution is for the shareholders of the Company, which is now the parent company of Integrated Group Limited (*Integrated*), to approve Integrated and its wholly owned Australian subsidiaries (together, the *Integrated Guarantors*) providing financial assistance to the Company for the Company to acquire ordinary shares in Integrated.

(c) **Background**

On 12 February 2007, the boards of Integrated and the Company announced a proposal to merge the two companies (the *Merger*) by way of a scheme arrangement (the *Scheme*). The Scheme was approved by the Court on 25 May 2007. On 7 June 2007 the Merger took place with the Company acquiring 72,375,758 ordinary shares in Integrated. Integrated shareholders received \$1.25 in cash and 0.26 New Programmed shares for each Integrated share they held.

The merger was financed by loan funds provided under a \$A165,000,000 syndicated Senior Credit Facility dated 24 May 2007 between, among others, the Company and Westpac Banking Corporation (as arranger, agent and original lender) (the *Facility Agreement*).

The Company's obligations under the Facility Agreement are required to be supported by a cross-guarantee and indemnity granted by the Company and each of its wholly owned subsidiaries (including a cross-guarantee and indemnity from each of the Integrated Guarantors).

As the provision by each Integrated Guarantor of the cross-guarantee and indemnity described above may constitute "financial assistance" by the Integrated Guarantors to the Company in connection with the acquisition of Integrated for the purposes of section 260A of the *Corporations Act 2001* (Cth) (the *Corporations Act*), the terms of the Facility Agreement require the Company (as the new parent company of Integrated) to seek formal approval from its shareholders under the available procedures in the Corporations Act.

(d) **Particulars of the proposed financial assistance**

It is proposed that each Integrated Guarantor will, in accordance with the terms of the Facility Agreement, provide a cross-guarantee and indemnity in relation to all amounts that may be owing from time to time under the Facility Agreement (the *Integrated Guarantees*).

(e) **Shareholder approval of the financial assistance**

The approval of the shareholders of the Company in respect of the proposed financial assistance is sought under section 260B(2) of the Corporations Act because the Company is the ultimate Australian holding company of the Integrated Guarantors.

(f) **Effect of the proposed financial assistance**

The Integrated Guarantees are likely to be called upon if there is a default in the due and punctual payment of amounts owing under the Facility Agreement or if certain other defaults occur. If such an event occurs, the Integrated Guarantors will be required to immediately pay on demand all amounts then owing under the Facility Agreement.

(g) **Advantages of the proposed financial assistance**

The advantages of the proposed resolution include the following:

- (i) The directors of the Company believe that the Facility Agreement was the most efficient form of funding available to finance the Merger.
- (ii) The Company undertook to its financiers that it would procure that its shareholders approve the Integrated Guarantors becoming guarantors under the Facility Agreement in accordance with section 260B(2) of the Corporations Act. The approval of this resolution will satisfy this obligation. If the proposed resolution is not passed, this will constitute an event of default under the Facility Agreement. In such circumstances, the financiers would be entitled to demand immediate repayments of funds under the Facility Agreement.

(iii) If the proposed resolution is not approved, the Integrated Guarantors will not be able to give the Integrated Guarantees which is likely to prejudice the Company's ability to achieve the best possible terms and conditions (including pricing) in future financings of the Group.

(h) Disadvantages of the proposed financial assistance

The directors of the Company do not believe there is any disadvantage to the Company in approving the proposed resolution.

(i) Directors' interests

None of the directors of the Company has any interest (directly or indirectly) in the proposed financial assistance other than in relation to their position as a director or an employee of the Company, Integrated or of a related body corporate of the Company or Integrated, or as a shareholder of the Company.

(j) Other relevant information

The directors consider that there is no other information that is known to the Company that is material to a shareholder's decision on how to vote on the proposed resolution, other than information which it would be unreasonable to require the Company to include in this document as the Company has previously disclosed the information to shareholders.

(k) Directors' recommendation

The directors of the Company unanimously recommend that shareholders support the proposed financial assistance by voting in favour of the resolution set out in the notice of meeting.

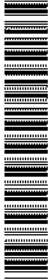


Programmed Maintenance Services Limited
ABN 61 054 742 264

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com



000001 000 PRG
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



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Appointment of Proxy

I/We being a member/s of Programmed Maintenance Services Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Programmed Maintenance Services Limited to be held at Deloitte Touche Tohmatsu, 180 Lonsdale Street, Melbourne VIC on Friday 3rd August 2007 at 11.00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark to indicate your directions

	For	Against	Abstain*
Item 1 Adoption of Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To re-elect a Director - Ms S.M. Oliver	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To elect a Director - Mr N.D. Hamilton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 To elect a Director - Mr J.G. Whittle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 To increase the total non-executive director remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 To approve the financial assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11.00am on Friday 3rd August 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

- IN PERSON Registered Office - 52 Ricketts Road, MOUNT WAVERLEY VIC 3149, Telephone: (03) 9562 8033, Facsimile: (03) 9562 8006
Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
- BY MAIL Registered Office - 52 Ricketts Road, MOUNT WAVERLEY VIC 3149, Telephone: (03) 9562 8033, Facsimile: (03) 9562 8006
Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- BY FAX 61 3 9473 2555