

26 May 2008

Company Announcements Office
Australian Stock Exchange Limited
4th Floor, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Spotless Group Limited (Spotless): Takeover bid for Programmed Maintenance Service Limited (Programmed)

Please refer to the attached Notice of change of interests of substantial holder for immediate release to the market.

These notices will also be sent to Programmed today.

Yours faithfully,



Michael N Givoni
Company Secretary

attachment



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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Programmed Maintenance Services Limited (PRG)

ACN/ARSN 054 742 264

1. Details of substantial holder (1)

Name Spotless Group Limited

ACN/ARSN (if applicable) 004 376 514

This notice is also given by Spotless Group Limited on behalf of Spotless Investment Holdings Pty Ltd ACN 130 179 672 and Spotless Group Limited's controlled entities, including those named in Annexure A to this notice (collectively, the **Controlled Entities**).

There was a change in the interests of the substantial holder on

23/ 05 /08

The previous notice was given to the company on

28 / 03 /08

The previous notice was dated

28 / 03 /08

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	11,909,503	13.2 %	13,137,226	14.6%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
23/05/08	Spotless Group Limited	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd
23/05/08	Spotless Investment Holdings Pty Ltd	Increase of relevant interest in PRG ordinary shares arising upon acceptance of offers (the Offers) made under the off-market takeover bid by Spotless Investment Holdings Pty Ltd on the terms set out in the Bidder's Statement dated 2 April 2008.	Consideration, determined in accordance with the terms of the Offers. See Annexure B for details of consideration alternatives elected pursuant to the terms of the Offers.	1,227,723 ordinary shares	1,227,723

23/05/08	Each of the Controlled Entities	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd
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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Spotless Group Limited	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd	Deemed relevant interest pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) (Corporations Act) by reason of having control (within the meaning of section 608(4) and section 608(5) of the Corporations Act) over Spotless Investment Holdings Pty Ltd.	1,227,723 ordinary shares	1,227,723
Spotless Group Limited	Spotless Group Limited	Spotless Group Limited	Relevant interest in ordinary shares in PRG under section 608(1) of the Corporations Act.	2,636,307 ordinary shares	2,636,307
Spotless Group Limited	As for Spotless Investment Holdings Pty Ltd	As for Spotless Investment Holdings Pty Ltd	Deemed relevant interest pursuant to section 608(3)(b) of the Corporations Act by reason of having control (within the meaning of section 608(4) and section 608(5) of the Corporations Act) over Spotless Investment Holdings Pty Ltd.	9,273,196 ordinary shares	9,273,196
Spotless Investment Holdings Pty Ltd	Accepting ordinary shareholders of PRG	Spotless Investment Holdings Pty Ltd	Relevant interest arising under sections 608(1) of the Corporations Act pursuant to acceptances of the Offers.	1,227,723 ordinary shares	1,227,723
Spotless Investment Holdings Pty Ltd	As for Spotless Group Limited	As for Spotless Group Limited	Spotless Investment Holdings Pty Ltd is an associate of Spotless Group Limited within the meaning of section 12(2)(a) of the Corporations Act and has a relevant interest in the shares in which Spotless Group Limited has a relevant interest pursuant to section 608(3) of the Corporations Act.	2,636,307 ordinary shares	2,636,307

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Spotless Investment Holdings Pty Ltd	Not known	Spotless Investment Holdings Pty Ltd	Relevant interest in ordinary shares in PRG under sections 608(1)(c) and 608(8) of the Corporations Act.	9,273,196 ordinary shares	9,273,196
Each of the Controlled Entities	As for Spotless Group Limited	As for Spotless Group Limited	Each of the Controlled Entities is an associate of Spotless Group Limited within the meaning of section 12(2)(a) of the Corporations Act and has a relevant interest in the shares in which Spotless Group Limited has a relevant interest pursuant to section 608(3) of the Corporations Act.	As for Spotless Group Limited	As for Spotless Group Limited

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
Spotless Group Limited	Level 3, 350 Queen Street, Melbourne VIC 3000
Spotless Investment Holdings Pty Ltd	Level 3, 350 Queen Street, Melbourne VIC 3000
Spotless Group Limited's Controlled Entities	C/o - Spotless Group Limited, Level 3, 350 Queen Street, Melbourne VIC 3000

Signature

print name Michael Nathan Givoni capacity Company Secretary

sign here  dated 26/05/08

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 3 pages referred to in the Form 604 Notice of Change of Interests of Substantial Holder filed by Spotless Group Limited ACN 004 376 514 on its own behalf and on behalf of each of the Controlled Entities signed by me and dated 26 May 2008.

Mr Michael Givoni
Company Secretary

Details of Spotless Group Limited's Controlled Entities

Spotless Group Limited's Controlled Entities incorporated in AUSTRALIA

<u>Name</u>	<u>ACN</u>
Allmark Services Australia Pty Ltd	006 481 741
Bennelong Services Pty Ltd	072 293 399
Berkeley Challenge Pty Ltd	000 464 755
Berkeley Challenge (Central) Pty Ltd	093 457 937
Berkeley Challenge (Commercial) Pty Ltd	084 277 332
Berkeley Challenge (East) Pty Ltd	093 457 900
Berkeley Challenge Environmental Services Pty Ltd	072 294 029
Berkeley Challenge Hospitality Services Pty Ltd	072 293 406
Berkeley Challenge Housekeeping Services Pty Ltd	087 623 818
Berkeley Challenge (Management) Pty Ltd	089 388 198
Berkeley Challenge (Newcastle) Pty Ltd	067 074 533
Berkeley Challenge (North) Pty Ltd	093 457 848
Berkeley Challenge (NSW) Pty Ltd	067 092 540
Berkeley Challenge (SA) Pty Ltd	076 461 259
Berkeley Challenge (South) Pty Ltd	093 457 839
Berkeley Challenge (West) Pty Ltd	093 457 866
Berkeley Challenge (Wollongong) Pty Ltd	067 074 837
Berkeleys Franchise Services Pty Ltd	072 293 424
Bridge Services Pty Ltd	072 294 056
Callaghan Services Pty Ltd	072 293 595
Castlereagh Market Services Pty Ltd	093 458 176
Cromer Services Pty Ltd	072 293 568
Darling Services Pty Ltd	072 293 380
Ensign Operations Pty Ltd	122 915 511
Ensign Services (Aust) Pty Ltd	006 254 306
Erina Services Pty Ltd	093 458 185
Figtree Services Pty Ltd	072 293 700
Homebush Services Pty Ltd	072 293 497
Hunter Services Pty Ltd	072 293 648
Kent Services Pty Ltd	072 293 639
Kotara Services Pty Ltd	072 293 675
Lithgow Services Pty Ltd	093 458 005
Macarthur Campbelltown Services Pty Ltd	093 458 041
Martin Services Pty Ltd	072 293 326
Mayfield Services Pty Ltd	072 293 666
Minto Services Pty Ltd	072 293 273
Moore Park Services Pty Ltd	093 458 096
Nationwide Venue Management Pty Ltd	001 890 651
O'Brien Catering Pty Ltd	004 690 377
Parramatta Services Pty Ltd	072 293 433
Penrith Services Pty Ltd	072 294 065

<u>Name</u>	<u>ACN</u>
Port Kembla Services Pty Ltd	072 293 719
Redfern Services Pty Ltd	072 293 353
Spotless Apparel Pty Ltd	122 915 539
Sports Venue Services Pty Ltd	083 204 853
Spotless Cleaning Services Pty Ltd	067 074 711
Spotless Defence Services Pty Ltd	072 293 620
Spotless Investment Holdings Pty Ltd	130 179 672
Spotless Hotel Support Services Pty Ltd	119 209 237
Spotless Management Services Pty Ltd	099 129 790
Spotless P&F Pty Ltd	072 293 880
Spotless Plastics Pty Ltd	004 527 093
Spotless Property Cleaning Services Pty Ltd	093 457 973
Spotless Property Operations Pty Ltd	072 293 522
Spotless Securities Plan Pty Ltd	077 910 555
Spotless Services Australia Limited	005 309 320
Spotless Services International Pty Ltd	080 437 270
Spotless Services Limited	004 391 502
Spotless Services (NSW) Pty Ltd	122 915 502
SSL Asset Services (Management) Pty Ltd	089 388 170
SSL Facilities Management Pty Ltd	009 022 879
SSL Facilities Management Real Estate Services Pty Ltd	087 414 891
SSL FM Services Pty Ltd	083 295 345
SSL Health Services Pty Ltd	000 220 637
SSL Health Services (NSW) Pty Ltd	084 276 497
SSL Security Services Pty Ltd	084 277 181
Taylor's Two Two Seven Pty Ltd	124 162 643
Victoria Services Pty Ltd	093 458 210
Walker Services Pty Ltd	072 293 960
Warilla Services Pty Ltd	072 293 693

Spotless Group Limited's Controlled Entities incorporated OVERSEAS

<u>Name</u>	<u>Company no.</u>
<u>Bangladesh</u>	
Braitrim Plastiform Bangladesh Limited	C-44092(632)/2001
<u>Dubai, UAE</u>	
Braitrim Plasti-Form (Middle East) FZCO	00257
<u>France</u>	
Braitrim Direct S.A.R.L.	R.C.S. Corbeil B399 094 291 (94 B02432)
Braitrim France S.A.	R.C.S. Corbeil-Essonnes B347 822 751 88B01660)
<u>Germany</u>	
Braitrim (Deutschland) GmbH	AGKoeln HRB16795
<u>Honduras</u>	
Plastiform de Honduras S. de. R.L.	
<u>Hong Kong</u>	
Braitrim (Far East) Limited	212703
Spotless Plastics (HK) Limited	695590
<u>India</u>	
Braitrim India (Pte) Ltd	11-124136

<u>Name</u>	<u>Company no.</u>
<u>Mexico</u>	
Spotless Ganchos S.DE.R.L. DEC.B.	
Spotless Plastics Mexico Logistics S.DE.R.L. DEC.B.	
<u>Morocco</u>	
Braitrim Maroc SA	131058
<u>New Zealand</u>	
Laytons Linen Hire Ltd	AK 154956
Spotless Services (NZ) Ltd	AK 078729
Taylors Group Ltd	AK 121048
<u>People's Republic of China</u>	
Spotless Plastics Trading (Shanghai) Limited	2006 0257
<u>Singapore</u>	
Braitrim (Singapore) Pte Ltd	19906055D
Spotless Services (Singapore) Pte Ltd	199707520C
<u>South Africa</u>	
Braitrim Plasti-Form South Africa (Proprietary) Limited	2001/016318/07
<u>Sri Lanka</u>	
Braitrim (Lanka) Pvt Ltd	19316
<u>Sweden</u>	
Braitrim (Scandinavia) AB	556566-8273
<u>Thailand</u>	
Braitrim (Thailand) Limited	(2) 2340/3537
<u>Turkey</u>	
Braitrim Plasti-form Dis Ticaret A.S.	345866/293448
<u>United Kingdom</u>	
Braitrim (UK) Limited	00705044
Braitrim Direct Limited	02942068
Braitrim Group Limited	02125675
Braitrim Holdings Limited	03484688
Braitrim Packaging (UK) Limited	01135518
Metromain Limited	02688046
Plastiform Limited	02955567
Spotless Plastics (UK) Ltd	03817289
<u>USA</u>	
Peopleassets.net Acquisition Corp	11-3550346
Peopleassets.net LLC	11-3552047
Spotless Enterprises Inc	13-195716
Spotless Plastics (USA) Inc	51-0303317
Windswept Acquisition Corp	11-3514983

This is Annexure B of 1 page referred to in the Form 604 Notice of Change of Interests of Substantial Holder filed by Spotless Group Limited ACN 004 376 514 on its own behalf and on behalf of each of the Controlled Entities signed by me and dated 26 May 2008 (the **Notice**).

Mr Michael Givoni
Company Secretary

Details of consideration given in relation to change

The consideration alternatives elected for the acceptances noted in Section 3 of the Notice are set out below:

All Share Alternative (1.620 SPT shares per PRG share)	280,540 shares
Majority Share Alternative (1.223 SPT shares + \$1.50 cash per PRG share)	2,338 shares
Maximum Cash Alternative (0.825 SPT shares + \$3.00 cash per PRG share)	944,845 shares