

CHAMP  Ventures

Realising Opportunities

WELCOME TO CHAMP VENTURES

Experienced
Flexible
Motivated



CHAMP Ventures is part of the CHAMP Group, one of Australia's leading private equity investors with over \$2 billion in funds under management. We have a long history of partnering with business owners and executive teams helping them to realise their opportunities through management buy-outs, expansion capital and replacement capital investments.

We are an aligned partner. We sponsor our partners' visions for growth and add our experience to create value for all parties. We provide ongoing support on strategy, mergers and acquisitions, management team development, financial structuring and exit planning. We are focussed on growing businesses over the long term.

Our experienced team is led by its leadership team Su-Ming Wong, Greg Smith and Stuart Wardman-Browne, who together have more than 80 years investment experience over ten funds. Our track record demonstrates that we deliver on our commitments. The breadth and depth of our global network ensures we have access to the best people, ideas and expertise.

We are a flexible, mid-market investor. We are currently investing our seventh fund, a \$475 million fund raised in 2012. We are looking to invest \$20 million to \$80 million of equity capital in growth businesses with enterprise values between \$50 million and \$200 million. We have a strong track record in both minority and majority shareholding positions.

OUR APPROACH

We adhere to a partnership approach in all our investments, borne from our unique and proven track record both as a majority and minority equity partner.

Our team has invested in a wide range of businesses and complements the management team's industry knowledge. We bring strategic skills, capital for expansion and expertise in acquisitions, management team development and exit planning.

Our focus is on growth businesses in Australia and New Zealand looking to raise between \$20 million and \$80 million.

Ways we can help include:

Management buy-outs ("MBO")

When a large company is selling a non-core business, management is often the logical buyer but they lack the required capital. CHAMP Ventures has a long history of partnering with management teams to acquire a business from its existing owners. We partner with managers already running the business or with experienced executives looking to complete a management buy-in. We offer managers the capital and expertise in making the acquisition and provide the vendor with speed and certainty.

Expansion capital

Growth requires capital, whether to fund more capacity, an acquisition or expansion into a new market. At CHAMP Ventures we provide equity capital and assist in arranging debt financing to seize opportunities as they arise. We are experienced in developing the organisational systems to deliver growth and help to avoid common pitfalls. We take a minority shareholding alongside a company's founders and work together to realise the growth potential of the business.



Throughout its history, CHAMP Ventures has generated strong returns by growing businesses and managing the exit process for the benefit of all shareholders. As a complementary partner, we leave the day-to-day management of a business to the management teams and focus on the areas where we can best add value. Importantly, our support is fully aligned with our partners.

Replacement capital

Not all company owners want to sell 100% of their shares. Sometimes different shareholders have different goals – some looking to exit while others wish to realise future potential. Often founders want to sell only a portion of their shares to diversify their wealth or to bring in a partner to help with succession planning and to maximise the ultimate value of the business. CHAMP Ventures has a proven track record in structuring replacement capital to buy out exiting shareholders.

Strategy

Through our due diligence process, discussions with our partners and networks, our in-depth understanding of an industry's economic drivers, inherent risks and opportunities for value creation, we help to determine where a business can be in the future and how to get there. We provide a sounding board for our founder/management partners. Our investment is “smart money”.

Finance

Often equity capital is just one part of the solution. We have long standing relationships with major Australian banks. We are experienced in sourcing, negotiating and documenting other forms of finance. We believe that appropriate debt finance is useful but our investment approach is not driven by high levels of borrowings.

Analysis

Growing companies often lack the resources to fully analyse the wealth of data available. We provide an extra pair of hands to distil, to interpret market insights and to assess key issues such as capital expenditure proposals, new products or new markets.

Broad Network

Over our 20-year history of partnering with proven entrepreneurs and management teams, we have developed an extensive network within Australia and around the world.

People

More than ever, finding, retaining and motivating staff is a key challenge for today's businesses. We help develop organisational structure and recruit the best executive for the job. Executed properly, staff equity plans are a powerful motivator. Management ownership has been a key feature of our investment ethos and we can help design the right share or option plan.

Mergers and acquisitions

Acquisitions are a key part of many growth strategies, yet they are often labour intensive and can be risky. Our core business is assessing and executing acquisitions. We can provide both the manpower and the expertise to help identify targets, negotiate terms, conduct due diligence, and document and finance acquisitions.

Exit Planning

We have realised exits for over 45 portfolio companies through trade sales, secondary buy-outs, public listings and recapitalisations. We can draw on this experience to execute an exit process to maximise outcomes for all shareholders. Exit planning starts well before the formal process commences and includes a review of a company's strategic position, building an independent board, developing the reporting systems and preparing the business. We know what the markets look for and can position a company to increase its value.

“ Our best referees are our former partners. We are proud that many of them remain investors and affiliates well after the original transaction. ”

OUR TEAM

1 Su-Ming Wong

*ME MBA
Chief Executive Officer*

Su-Ming is an investment professional with over 28 years' direct investment, international corporate advisory and merchant banking experience.

He is a director of several portfolio companies including Lorna Jane, SG Fleet and Sea Swift. Prior portfolio directorships include TSmarine, Retail Apparel Group, Dexion, Amdel Laboratories, Mulford and Intercast & Forge.

Su-Ming has been a member of the Council of University of Technology, Sydney since 2010. He was a founding director of National ICT Australia (a centre of excellence in ICT research & development), a member of the Industry Research and Development Board and a director of Unisearch.

He was a council member of the Australian Venture Capital Association and was a member of the South Australian Government's Venture Capital Board.

He holds a Master of Engineering from the University of Canterbury, New Zealand and a Master of Business Administration from the Australian Graduate School of Management.

2 Greg Smith

*Diploma Accounting NIA
Executive Director*

Greg joined CHAMP Ventures in 2009 following the merger with AMP Capital's Private Equity business. He was formerly the Head of Private Equity, AMP Capital Investors, and has over 26 years of professional experience in the Australasian private equity industry.

Greg is a director of Employment Services Holdings and Ansett Aviation Training, as well as Ortho Group and United Equipment within the AMP portfolio. He was previously a director of Jeminex, Vision Group, Olex Cables, Sabre and a number of AMP subsidiaries.

Over Greg's 15 years with AMP Capital he was responsible for three private equity funds and a number of large international unlisted direct investments. He was elected Chairman of the Australian Venture Capital Association in 2002. Greg was appointed Head of AMP Capital's Private Equity Division in 2003 and continues as an advisor on their private equity funds.

Prior to joining AMP Capital, Greg was an executive director of Audant Capital Services.

3 Stuart Wardman-Browne

Executive Director

Stuart has over 20 years of international corporate finance experience including private equity, initial public offerings, acquisitions and divestments.

Since joining the group in 2001, Stuart has led investments such as Australian Temporary Fencing, Amdel Laboratories, HealthCare, Taura Natural Ingredients, SEEK, EnGeneIC and Gekko Systems. Stuart's current directorships include Taura, RSEA, Vesco Foods and EnGeneIC.

Prior to joining CHAMP Ventures, Stuart was a partner and director of Ernst & Young Corporate Finance in the UK and Australia, where he focused on growth strategy, capital raising and acquisitions for growth companies. In the UK he was seconded for 18 months to NatWest Markets where he funded eight acquisitions.

Stuart is an Associate of the Institute of Chartered Accountants of England and Wales, an Associate of the Institute of Financial Services, was an AVCAL Council Member between 2008 and 2012 and was the inaugural Chairman of AVCAL's Growth Fund segment.

4 Gareth Banks

*BSc (Mathematics Hons), ACA
Director*

Gareth joined CHAMP Ventures in April 2004 and is responsible for identifying and transacting new investment opportunities and monitoring investments.

He is a director of Taura Natural Ingredients and H-E Parts. He was a director of Intercast & Forge and also heavily involved in managing the investments in Australian Temporary Fencing, Mulford and Minelab Electronics. Gareth also assisted in completing the acquisition of Australian Portable Buildings.

Prior to joining CHAMP Ventures, Gareth spent six years in the restructuring division of KPMG in the UK working with underperforming businesses across Europe, Asia and Australia. In 2001, he moved to ISIS Equity Partners in the UK where he was involved in development capital and MBO transactions across multiple sectors. He also managed a £40m fund of fast growth companies listed on the Alternative Investments Market (AIM).

Gareth holds a Bachelor of Science degree from Manchester University and is a member of The Institute of Chartered Accountants in England and Wales. He has been an AVCAL Council Member since January 2011.

9 Adrian Kerley

*BApp Fin BCom (Accounting) CA
Associate Director*

Adrian joined CHAMP Ventures in 2009 and is responsible for analysing and executing investment opportunities, in addition to monitoring existing investments. Adrian is currently actively involved in Lorna Jane and SG Fleet, and was involved in the management and exit planning of Australian Portable Buildings and TSmarine.

Prior to joining CHAMP Ventures, Adrian spent seven years with Woolworths Limited in various operational and finance roles. Most recently Adrian was a corporate finance analyst responsible for merger and acquisition analysis and execution, strategic planning and management of business development projects.

Adrian is a member of The Institute of Chartered Accountants in Australia and has a Bachelor of Applied Finance and Bachelor of Commerce (Accounting) from Macquarie University.

10 Barry Zuckerman

*BCom
Finance Director*

Barry joined the CHAMP group of companies in 2001 as Chief Financial Officer. He has considerable experience with acquisitions, due diligence, structuring, listed reporting and accounting for mortgage, property, equity trusts both retail and wholesale, taxation and compliance.

His funds management industry experience was initially with the Howard Group, and subsequently with Challenger International Limited ("Challenger"), both listed ASX companies. He was the CFO and a member of the Executive Committee of Challenger, and played a significant role in its emergence from a niche investment bank into a top 100 listed business. Barry also gained professional experience with Ernst & Young and Pricewaterhouse Coopers in audit and information systems. Barry is a member of the Australian Institute of Chartered Accountants. In 2004, Barry received an AVCAL Outstanding Service Award for his contribution to the AVCAL Disclosure Guidelines.



5 Jonathan Kelly

MBA (Exec) BE (Hons 1)
Director

Jonathan has been part of the investment team at CHAMP Ventures since 2000, initially working across the AMIT#3 and AMWIN portfolios before CVIT#5 was raised in 2002.

Jonathan's investment and portfolio management experience includes SG Fleet, Employment Services Holdings, Australian Portable Buildings, Amdel Laboratories, Dexion, Retail Apparel Group, Video Ezy, SEEK and Minelab Electronics. He managed the sale of Australian Portable Buildings to a consortium comprising Black Diamond Group WEQ Britco, Amdel to global trade player Bureau Veritas in 2008, the successful IPO of Dexion in April 2005 and the sale of Video Ezy in July 2005. Jonathan currently serves as a director of SG Fleet, Sea Swift and Employment Services Holdings.

Prior to joining CHAMP Ventures, Jonathan worked as an electrical engineer in various roles, including four years with Cochlear Limited.

Jonathan has a Master of Business Administration from the Australian Graduate School of Management and a Bachelor of Engineering from the University of Sydney.

6 Paul Readdy

BCom CPA
Director

Paul joined CHAMP Ventures in 2009 following the merger of AMP Capital's Private Equity business with CHAMP Ventures. He is responsible for identifying and transacting new investment opportunities.

During Paul's nine years at AMP Capital, he was a director or alternate director of a number of portfolio companies including Multix, Olex Holdings, Vision Group, Jeminex, One Group Retail, National Fire and United Equipment. Paul is currently a director of Lorna Jane, RSEA and Sea Swift.

In addition to 10 years private equity experience, Paul has practiced as an accountant and has 5 years experience in banking and finance with Westpac and Sanwa Bank.

Paul holds a Bachelor of Commerce from the University of Queensland and is a CPA.

7 Melanie Strong

LLB (Hons) BCom
Associate Director

Melanie joined CHAMP Ventures in 2006 and provided support during the investment period and on the exit of the portfolio companies Retail Apparel Group and HealthCare Australia. She is currently a director of Ansett Aviation Training. She is also involved in identifying, analysing and executing new investments and bolt-on acquisitions.

Prior to joining CHAMP Ventures, Melanie was an analyst with global investment bank Lazard, focused solely on mergers and acquisitions, including cross-border transactions.

Melanie began her working career with Reuters Media Finance in London, before completing her law degree and joining Ernst & Young's specialised financial modelling team.

Melanie has a combined Bachelor of Commerce and Laws from the University of Melbourne.

8 Kristin Vaughan

Ch E (Hons 1)
Associate Director

Kristin joined CHAMP Ventures in 2006 and is responsible for identifying and transacting new investment opportunities and monitoring investments.

Kristin is involved in our investments in Vesco Foods, EnGeneIC and RSEA. Kristin was previously a director of TSmarine and also managed the investment in Mastermyne.

Prior to joining CHAMP Ventures Kristin spent two years with management consulting firm AT Kearney. In this role she worked on strategic and operational engagements across a broad range of industries including manufacturing, transportation and telecommunications. Kristin also spent three years with Arnott's Biscuits in product development and production management.

Kristin holds a Bachelor of Chemical Engineering from the University of Sydney.



11 Fiona Doherty

B Bus LLB
Compliance Manager

Fiona joined CHAMP Ventures in 2005 as the Compliance Manager. She is responsible for the daily compliance functions for CHAMP Ventures including review, execution and management of transaction documents, trustee liaison, corporate governance and risk mitigation.

Prior to joining CHAMP Ventures, Fiona worked as a Contract Manager at Telstra Corporation Limited and previously with a Risk Consulting firm based in London.

Fiona is admitted to practice as a solicitor.

12 Nic Chin

LLB BCom (Hons 1)
Associate

Nic joined CHAMP Ventures in 2012 and is responsible for analysing and executing investment opportunities, in addition to monitoring existing investment companies. Nic is currently actively involved in H-E Parts and Vesco Foods.

Prior to joining CHAMP Ventures, Nic was an Associate Director at UBS Investment Bank for over four years, initially as part of the General Industrials team based in Sydney, and subsequently the Metals, Mining and Resources team based in Perth. During this time, Nic worked on a number of public and private mergers and acquisitions, debt and equity raising transactions.

Nic holds a combined Bachelor of Commerce and Laws from the University of Western Australia.



Amdel Limited is the market leader in analytical testing in the Australian mining sector, and offers testing services across a range of other markets including food and environmental.

CHAMP Ventures sponsored an MBO of Amdel in December 2005. Early on we refocused Amdel on the growth opportunities in its core minerals business and invested more than \$15 million in establishing greenfield facilities at Wingfield (South Australia) and Mt Isa (Queensland), increasing capacity in Western Australia and upgrading information systems.

We also made three strategic acquisitions – Ultra Trace and Independent Metallurgical Laboratories to establish Amdel

as the clear Australian leader in minerals testing with the full range of services across a broader spread of minerals; and Lab Mark to consolidate the position in environmental testing.

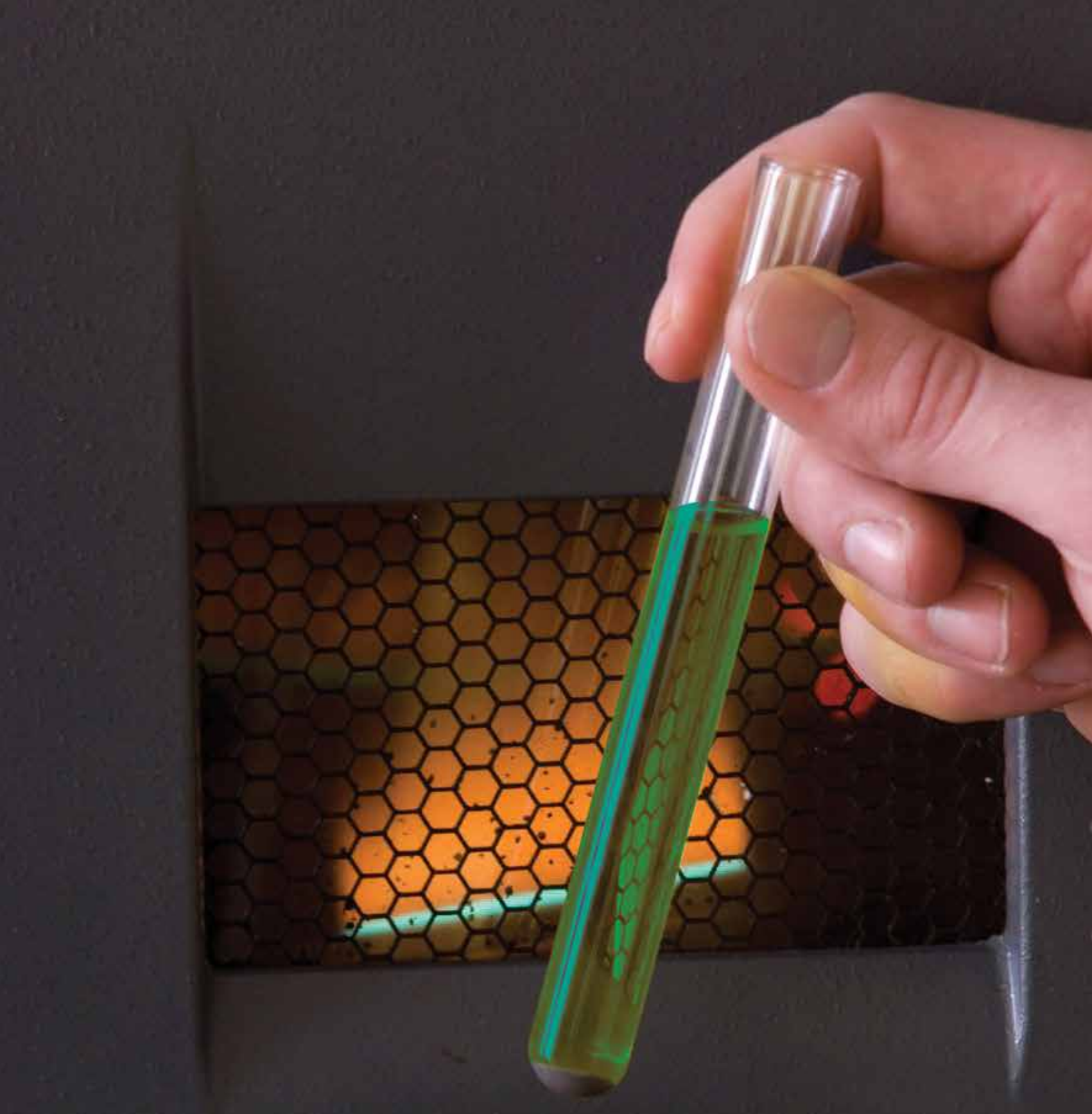
Key hires in business development, operations and finance broadened Amdel's commercial skills throughout the business.

As a result of these initiatives, Amdel doubled revenue, grew earnings by more than four times and increased total employees from 525 to over 1,200.

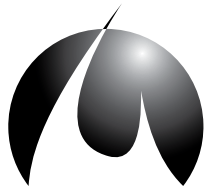
In May 2008, Amdel was acquired by Bureau Veritas, a global test and inspection business. Amdel is a platform for further expansion by Bureau Veritas into the global minerals testing market.



CEO STEVE McALLISTER “CHAMP Ventures provided the strategic vision, funding and support to transform Amdel from an unloved subsidiary to an Australian leader in minerals testing.”



- **Quadrupled earnings and grew staff numbers from 525 to over 1,200**
- **Restored strategic focus on minerals business and built market leadership**
- **Substantial capital investment to upgrade capacity and support specific customer opportunities**
- **Expanded geographically and established a full service range through three strategic acquisitions**



Mastermyne

Mastermyne is a specialist provider of services to the Australian underground coal mining industry. It is a market leader in Queensland's Bowen Basin and has a growing presence in New South Wales.

By 2005, founders Andrew Watts and Darren Hamblin had grown Mastermyne from an idea in 1996 to one of the Bowen Basin's largest underground coal mining contractors. The business had reached \$33 million in revenue and both founders were running the business as their core asset. Andrew and Darren sought CHAMP Ventures' involvement as part of a managed succession plan. Both wanted to be able to pursue opportunities outside of Mastermyne but recognised they needed external skills to achieve this whilst continuing to grow the business.

CHAMP Ventures became a significant minority shareholder in September 2005. Key senior managers became shareholders at the same time. Following CHAMP Ventures' investment, Mastermyne's revenue and profits almost trebled. The business grew organically and via six small but strategic acquisitions which expanded Mastermyne's geographic reach and service capabilities. Profits were reinvested into the business including selective expansion of the equipment fleet. CHAMP Ventures helped transition day-to-day management of the business from the founders to a CEO (Tony Caruso), developed the second tier management team and built an in-house finance team.

Mastermyne listed on the Australian Stock Exchange in May 2010 (the only private equity business listed in 2010) and performed strongly in the period after listing.



Co-Founder ANDREW WATTS "CHAMP Ventures' investment allowed Darren and I to de-risk our personal finances but remain majority shareholders and continue to grow the business. CHAMP Ventures helped us professionalise Mastermyne and prepare it for the ASX."



- Transitioned management from founders to CEO and developed second tier management
- Expanded in-house finance team and upgraded financial reporting systems
- Drove six strategic acquisitions to expand geographic reach and services
- Selectively expanded the equipment fleet
- Listed on the ASX and performed strongly



Retail Apparel Group (RAG) is a highly successful men's apparel retailer trading under three distinct brands - Tarocash, yd and Connor.

Executive Chairman Stephen Leibowitz founded the business with his brother in 1987. In July 2004, CHAMP Ventures was approached to buy out Stephen's brother's stake and to help Stephen to grow the business. At the time of our investment, the business had one brand – Tarocash – operating 43 highly profitable stores.

We partnered with Stephen to expand the Tarocash concept on a national basis and to develop a portfolio of brands. In March 2007, RAG opened its first Connor store focused on an older demographic. In July 2007, RAG acquired yd which was quickly and successfully integrated.

Initially Stephen was heavily involved in all aspects of the business in his role as CEO. In 2007, Gary Novis was hired and he was appointed CEO in 2008, with Stephen moving to Executive Chairman. In addition, the depth of the executive team was increased across all areas of the business.

During our investment, earnings trebled and the network grew to more than 250 stores across Australia and New Zealand. In early 2011, RAG was sold to Asian fund, Navis Capital to fund its next phase of growth. Management re-invested alongside Navis. The evolution from a founder-reliant, one-brand business to a corporatised portfolio of brands resulted in RAG being an attractive secondary buy-out candidate.



Co-Founder STEPHEN LEIBOWITZ “A key benefit I have gained from working with CHAMP Ventures is learning the importance of working on the business, rather than in the business.”



- Partnered with entrepreneur to roll-out highly profitable concept, growing from 43 stores to over 250 stores
- Managed and funded acquisition of “yd”
- Developed new brand (“Connor”) for future growth
- Assisted with succession planning and corporatisation of the business

STYLE bar



HealthCare is Australia's third largest for-profit private hospital operator with 12 hospitals in New South Wales, Victoria, Queensland and Tasmania and also offers a range of community nursing and workplace health services.

The business was founded by HealthCare Holdings and made its first major acquisition of four hospitals from Ramsay Healthcare in 2006. CHAMP Ventures invested in HealthCare in August 2007 to retire a portion of debt and provide expansion capital. We moved from a minority position to a majority shareholder supporting the business through major changes and shaping its development into an attractive secondary buy-out candidate.

Throughout our investment we worked with the management team to focus on key objectives and fund expansion. We completed four strategic acquisitions developing the business' footprint in key areas. We also provided funding to acquire the freehold property of the main hospital which in turn provided liquidity for the strategically imperative brownfield developments in the wake of the global financial crisis.

In 2010, we introduced ING, an investor in the CHAMP Ventures' funds to provide additional growth capital for the business. In June 2011, we completed a secondary buy-out to Archer Capital and management invested alongside Archer for the next phase of growth.



CEO STEVE ATKINS "CHAMP ventures helped us focus on what was really important, and we worked closely together to deliver on that plan over four years and eight capital investments."



- Focussed management team on key strategic objectives
- Provided ongoing funding support with eight capital injections, including from the introduction of a co-investor
- Funded and supported first round of brownfield developments which would become the future major driver of growth
- Backed management in four strategic bolt-on investments

OUR BOARD



① **Bill Ferris** *AC*

MBA B Ec (Hons)
Non-Executive Director

Bill is a veteran of private equity in Australasia, founding Australia's first venture capital firm in 1970. He has been Executive Chairman of CHAMP since its formation in 2000, and of its predecessor, Australian Mezzanine Investments Pty Ltd (AMIL), which he co-founded in 1987 with Joe Skrzynski.

Mr Ferris' current directorships include Chairman; CHAMP Ventures Pty Ltd, and Member of the Harvard Business School Asia Pacific Advisory Council. Mr Ferris joined the expert panel for the Federal Government's Strategic Review of Medical Research in Australia in October 2011.

Former recent directorships include: Chairman; Garvan Institute of Medical Research and Chair of the Health and Hospitals Fund Advisory Board, one of the Federal Government's Nation-Building Funds. Other former directorships include: Chairman; Accolade Wines Australia and UK, International Energy Services Pty Ltd (IES), Austar United Communications, Australian Trade Commission (Austrade), Macquarie University Asia Pacific Council, Bradken Resources Pty Ltd, and Director; Garvan Research Foundation, Austal Ltd and Australian Institute of Management (NSW) Ltd.

Mr Ferris holds an Honours degree in Economics from the University of Sydney and a Master of Business Administration from Harvard Business School.

② **Professor Jeremy Davis** *AM*

MBA B Ec (Hons)
Non-Executive Director

Jeremy has been involved with the CHAMP Group since 1989. He was a Dean of the Australian Graduate School of Management from 1980 until 1989. He then continued as a Professor in the School until January 2006 having been appointed to the Australian Mutual Provident Society Chair of Management.

In 1970 Jeremy joined the Boston Consulting Group (BCG), a leading management consulting firm specialising in corporate strategy. After working in Boston and Paris, he was appointed Vice-President and director for San Francisco where he established the BCG's West Coast office. Immediately prior to joining the AGSM, Jeremy was BCG's Vice-President and Director-General for France.

Professor Davis is a Fellow of the Australian Institute of Company Directors and director of Singapore Power and the SP Ausnet Group. He has also acted as chairman of AIDC Ltd and Capral Aluminium Ltd and as a director of Transurban Group and The Australian Stock Exchange.

③ **Greg Smith**

④ **Su-Ming Wong**

⑤ **Stuart Wardman-Browne**

See Pages 5-6 for details

AWARDS

We are honoured to have received the following awards:

2013

Australian Portable Buildings

AVCAL Buy-out Investment < \$100m

2012

CHAMP Group

AVCAL Excellence in Investor Reporting

2012

Lorna Jane

Young Retailer of the Year

2011

TSmarine

AVCAL Buy-out Investment < \$100m

Lorna Jane

Outstanding Retailer of the Year

CHAMP Group

AVCAL Excellence in Investor Reporting

2010

Mastermyne

AVCAL Best Expansion Stage

CHAMP Group

AVCAL Excellence in Investor Reporting

2009

CHAMP Group

AVCAL Excellence in Investor Reporting

2008

Amdel

AVCAL Buy-out Investment >\$100m

2007

ATF Hire Group

AVCAL Best Expansion Stage

2006

ATF Hire Group

Entrepreneur of the Year

“Retail, Consumer & Industrial Products”

Mastermyne

Entrepreneur of the Year “Services including Financial, Business and Property” (Northern Region)

2005

SEEK

AVCAL Best Early Stage

Dexion

AVCAL Best MBO < \$50 million

2004

Barry Zuckerman

AVCAL Outstanding Service Award

Note: AVCAL is the industry association that represents and promotes the long term interests of the private equity and venture capital industry in Australia.



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