

OFFER DOCUMENT

(incorporating Investment Statement and Prospectus)

FMP MEDICAL SERVICES LIMITED

Company number 4550878

INVESTMENT STATEMENT

Important information

(The information in this section is required under the Securities Act 1978.)

Investment decisions are very important. They often have long-term consequences. Read all documents carefully. Ask questions. Seek advice before committing yourself.

Choosing an investment

In addition to the information in this document, important information can be found in the current registered Prospectus for the investment. You are entitled to a copy of that Prospectus on request.

The Financial Markets Authority regulates conduct in financial markets.

The Financial Markets Authority regulates conduct in New Zealand's financial markets. The Financial Markets Authority's main objective is to promote and facilitate the development of fair, efficient, and transparent financial markets.

For more information about investing, go to <http://www.fma.govt.nz>

Financial advisers can help you make investment decisions.

Using a financial adviser cannot prevent you from losing money, but it should be able to help you make better investment decisions.

Financial advisers are regulated by the Financial Markets Authority to varying levels, depending on the type of adviser and the nature of the services they provide. Some financial advisers are only allowed to provide advice on a limited range of products.

When seeking or receiving financial advice, you should check—

- the type of adviser you are dealing with:

- the services the adviser can provide you with:
- the products the adviser can advise you on.

A financial adviser who provides you with personalised financial adviser services may be required to give you a disclosure statement covering these and other matters. You should ask your adviser about how he or she is paid and any conflicts of interest he or she may have.

Financial advisers must have a complaints process in place and they, or the financial services provider they work for, must belong to a dispute resolution scheme if they provide services to retail clients. So if there is a dispute over an investment, you can ask someone independent to resolve it.

Most financial advisers, or the financial services provider they work for, must also be registered on the financial service providers register. You can search for information about registered financial service providers at <http://www.fspr.govt.nz>

You can also complain to the Financial Markets Authority if you have concerns about the behaviour of a financial adviser.

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1 What sort of investment is this?

This is an investment in the shares of FMP Medical Services Limited (hereafter referred to as the company”) a limited liability company registered under the Companies Act 1993. It is an investment of equity in the company. It is not a loan to the company or a partnership or joint venture.

Description of securities

A brief description of the securities being offered.

You are being offered shares described by the company as B shares.

There are two categories of B shares: existing and new.

Existing B shares are owned by the director and are being offered to persons he knows. These 7 million shares will be sold for a nominal subscription price of one cent each.

New B shares will be issued by the company for one dollar each up to 10 million shares. The minimum individual subscription will be 20,000 shares.

All B shares do not have any voting rights attached and the total of the B shares on issue (up to 17 million) will participate in 70% of the profits and capital distributed. The remaining 30% of any of the profits and capital goes to the 100 A shares owned by Antone Thomas (Christopher) Pedras, (referred to hereafter as “Chris”).

2 Who is involved in providing it for me?

The existing B shares are being offered by Antone Thomas (Christopher) Pedras, (referred to hereafter as “Chris”) the director, and will be transferred after the applications made in the Prospectus are processed.

The new B shares are being issued by the company after the applications made in the Prospectus are processed.

Names and addresses

The offeror of the existing B shares is the sole director, Chris and his residential address as at the date of this Investment Statement is 8 Greyfort Road, Silverdale, 0992.

The issuer of the new B shares is the company whose address is Unit J, 18-20 Tamariki Avenue, Orewa.

Chris is the sole director as at the date of this Investment Statement.

The promoter of the securities is also Antone Thomas Pedras and his residential address as at the date of this Investment Statement is 8 Greyfort Road, Silverdale, 0992.

Names and addresses can change. Should any name or address change a search of the Companies Office online Register under the company name should locate the new name or address of a party.

3 How much do I pay?

Money payable by subscribers

Each subscriber will be required to pay the subscription price in full on application. The existing B shares will require a payment of one cent each.

The new B shares to be issued will require a payment of one dollar per share applied for.

Any subscriber can apply for the maximum number of shares on offer by the issuer, being 10 million new B shares or \$10,000,000.

The existing shares will be transferred on a restricted basis to friends and associates of the director at his unfettered discretion for one cent each payable in full on application up to a maximum of 7 million shares or \$70,000.

Payments for any shares in this offer will be made to the issuer and will be held in a trust account until the minimum subscription of \$70,000 is deposited in the bank account. The minimum sum will be evidenced by a bank statement for the trust account showing a balance in excess of \$70,000.

The maximum sum of subscriptions received will be calculated and evidenced by a bank statement that records a balance of \$10,070,000 for five consecutive working days.

Activities

The scheme is in its early days. The issuer has not been directly involved in the preparations, only recently having been incorporated. However, the director has spent the last 18 months investigating the feasibility and viability of the proposed scheme. This has included

identifying suitable sites, negotiating for the supply of equipment, identifying suitable management staff and identifying funding needs. There is currently no business trading activity.

Cooling-off period

There is no cooling off period in respect of the securities so if you apply to purchase the shares you will be required to complete the purchase. Please read the Investment Statement and/or Prospectus carefully before making an application for shares.

4 Types of charges

There are no charges payable to the issuer or promoter by the company at time of transfer or issue of these securities. There are no charges by the company when shares are sold.

However, in the future, the company may alter any of the charges applicable to the securities depending upon the costs incurred by the company. Please refer to section 7 below.

Amount of charges

There are no charges.

5 What returns will I get?

Returns

Returns on this investment will be by way of dividend payable on a regular basis by the company.

The key factors that may determine the returns will be the trading profitability of the dialysis business. Should costs increase or income drop, returns will fall.

The director has not proposed a rate of return because of the variability of the investment.

When the company makes a profit, it will pay tax on the profit which is under current NZ tax laws of 28%. That tax, according to the NZ tax law, is generally transferred to the investor by means of dividends with imputation credits attached so that the investor will have a tax credit for the amount. This avoids double taxation. When a dividend is declared, imputation credits are added to the cash paid so that double taxation is avoided. A withholding tax may also be

required to be paid depending upon the availability of imputation credits and the tax status of the shareholder. You should seek independent advice to confirm your individual taxation position in relation to his investment.

Returns on investment are payable annually to 31 March each year. However, depending upon cash flow the director proposes to make payments on a more frequent basis. Should some circumstance arise that limits cash flow and the ability to pay a dividend, the director may elect to delay the payment of any dividend until sufficient cash flow is available or may use capital to make payment to the shareholder in advance of a dividend payment.

You will be receiving dividends from FMP Medical Services Limited and no other party.

6 What are my risks?

Risk

An investment always carries risks. If for some reason the project is unable to proceed after the company has commenced incurring expenses of any sort, including money spent on administration, money on leasing properties, refitting the properties, or installing equipment, the subscriber will not recover the full investment they have subscribed for because it is likely that the full expenditure made at that time could not be recovered by liquidation of the items purchased or that said items had been committed to third party creditors with higher preferential priorities than that of the subscriber.

The project relies upon receiving a full subscription to the shares in this offer or subsequent capital raising of a similar amount to that sought under this offer from high net worth individuals who can invest without need of this Prospectus. If money cannot be raised from full subscription or from new capital raised from high net worth individuals, the project may fail and it is unlikely there would be any return of capital to subscribers to this issue.

However, a subscriber will not be required to pay any more money in respect of the securities offered for subscription in this offer other than that paid under this offer.

Consequences of insolvency

If the company is or becomes insolvent at any time, that is, it is unable to pay its bills when they fall due or when the company liabilities exceed its assets, the subscribers will not be liable to pay any money to any person as a result of the insolvency of the issuer.

The assets of the company will remain owned by the company and so the assets will be first available to the preferential creditors of the company, in preference to subscribers. This is pursuant to Companies Act 1993 Schedule 7.

It is not anticipated that there are or would be any claims on the assets of the issuer that would rank equally with the claims of subscribers. It should be understood that under insolvency law, the subscribers will have last call on the assets of the company. If there was a distribution to shareholders in a liquidation the A and B shares would participate in the same 30:70 ratio and then pro rata on the basis of the total number of shares on issue.

Guarantee of securities

There is no guarantor of the securities. The director, any subsequent director, their advisors, the company or any other party whatsoever do not guarantee or in any way indemnify any subscriber to these securities (including anyone who, by operation of law, stands in the place of a subscriber).

7 Can the investment be altered?

Alteration of securities

The terms of the securities on offer or issue are as described in the Prospectus and will remain so until the offer is formally closed, full subscription is achieved or the Prospectus expires.

No further money is payable in respect of any security on offer.

The number of securities can be altered by the Company issuing new securities to any party. In particular, the Director intends issuing further B shares at any time to eligible or habitual investors and persons deemed not to be members of the public pursuant to the Securities Act 1978 section 4.

As the director holds the voting shares, he could at any time pass a resolution changing the rights and obligations attached to the A or B shares.

8 How do I cash in my investment?

Early termination

The securities being subscribed for under this offer cannot be sold to any other party for not less than \$1.00 per share. However any such transfer may not occur until after one hundred eighty (180) days have elapsed from the date of the issue of the shares to you.

There are no rights to terminate, cancel, or surrender the securities within the prescribed time as stated herein, or otherwise make or obtain payment of the returns from the securities other than the returns as described in clause 5 above.

Right to sell securities

As stated above, subscribers are not entitled to sell their interest in the security to another party for 180 days from the date of issuance. In addition, the Company has resolved that the minimum price any shares under this offer can be resold at is \$1.00 per share. However you should note that the issuer does not believe there is currently an established market for the sale of such shares and that the shares will not be saleable until the company demonstrates a profit which will probably take more than the sale restriction period referred to above of 180 days.

9 Who do I contact with inquiries about my investment?

Inquiries about securities

Inquiries would be made to Chris at Unit J, 18-20 Tamariki Avenue, Orewa.

Telephone number 09-951-8140

10 Is there anyone to whom I can complain if I have problems with the investment?

Complaints about securities

Complaints in the first instance would be made to Chris at Unit J, 18-20 Tamariki Avenue, Orewa.

Telephone number 09-951-8140

There is no approved dispute resolution scheme for the company.

11 What other information can I obtain about this investment?

Prospectus and financial statements

Other information about the securities or the issuer, is contained or referred to in a Prospectus of the issuer incorporated with this Investment Statement. The Prospectus contains no financial information.

A copy of the Prospectus relating to the issuer can be obtained, free of charge from Unit J 18-20 Tamariki Avenue, Orewa.

The Prospectus and other documents relating to the issuer are filed on a public register at the Companies Office of the Ministry of Economic Development and available for public inspection (including at www.companies.govt.nz).

Annual information

The company proposes reporting to the shareholders on a six monthly basis by providing a written report.

On request information

You are entitled to request a copy of the Prospectus and/or this Investment Statement by making application to the company.

The company will supply a copy free of charge.

FMP MEDICAL SERVICES LIMITED

Full Prospectus For Equity Securities

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Note:

The words 'company' and 'issuer' refer to FMP Medical Services Limited.

General requirements

1. Main terms of offer

This is an offer of 17 million shares in the company. The name of issuer of the shares is FMP Medical Services Limited a duly incorporated company of New Zealand with the registration number of 4550878 with a registered office at Unit J, 18-20 Tamariki Avenue, Orewa, Auckland 0946, New Zealand.

The company has two classes of shares. The first category of 100 shares called "A shares" issued on incorporation. These are the voting shares owned by the director and are not for sale in this offer.

The shares being offered are called "B shares". These shares are classified as non-voting. The director has issued seven million B shares to himself and these existing shares are all being offered under this offer by the director to related parties (whom he knows) for a nominal payment of 1 cent each.

Along with this offer of existing shares, the company is to issue up to a maximum of 10 million new B shares for a consideration of \$1.00 each payable on application.

The difference between the A shares and the B shares is that the B shares are non-voting whereas the A shares have voting rights attached. The other difference is that when a profit or

capital dividend or distribution occurs, the B shares take 70% of the total dividend divided equally between the B shares and the A shares take 30% of the dividend divided equally between the A shares.

Listing of these securities (shares) is not being sought on any stock exchange.

IMPORTANT NOTICE

This Offer Document is dated 29 July 2013 and is a Prospectus in respect of an initial public offer ("Offer") of Shares in FMP Medical Services Limited (the "Company" or "FMP").

No person is authorised to give any information or make any representation in connection with this Offer which is not contained in this Prospectus or in other communications from the Director of FMP. Any information or representation not so contained may not be relied upon as having been authorised by FMP.

Registration of Offer Document

A copy of this Offer Document duly signed by the Director of FMP and having copies of any documents required by section 41 of the Securities Act attached, has been delivered to the Registrar of Companies for registration in accordance with section 42 of the Securities Act.

The documents required by section 41 of the Securities Act to be attached to the copy of this Offer Document delivered to the Registrar of Companies for registration are:

- (a) Nil

No application or subscription can be received by the company for 5 working days from date of registration of this Prospectus, or after the Prospectus expires, or if the offer is closed, or if full subscription is reached.

Overseas Investors

The Offer is only being made to members of the public in New Zealand or in other jurisdictions where lawfully permitted. No person may offer, invite, sell, or deliver any Shares, or distribute any

documents (including this Offer Document) to any person outside New Zealand without the prior written approval of FMP. However shares may be issued to persons whose address is outside New Zealand.

Unless otherwise agreed with FMP, any person applying for Shares under the Offer will be deemed to represent and warrant to FMP that the person is not in a jurisdiction that does not permit the making of the Offer or an invitation of the kind contained in this Offer Document, and is not acting for the account or benefit of a person within such a jurisdiction and the subscriber will indemnify the issuing group for any losses or damages as a result of the above warranty. Neither FMP, its Director, its officers or employees, consultants, agents, partners or advisers accepts any liability or responsibility to determine whether or not a person is able to participate in the Offer. If you are in doubt please consult your legal adviser.

No Guarantee

Neither FMP, its Director, its officers or employees, consultants, agents, partners or advisers or any person whatsoever guarantees repayment of any money paid for the shares being offered, or dividends from the shares offered under this Offer Document.

Forward Looking Statements

Where this offer document may contain or infer certain statements that relate to the future, such statements are not a guarantee of future performance. Future performance involves known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of FMP and which may cause actual results, performance or achievements of FMP to differ materially from those expressed or implied by such statements.

Risk and Suitability of an Investment in FMP

This Offer Document does not take into account each investor's investment objectives, financial situation and particular needs. Investors should read this Investment Statement and Prospectus in full before deciding whether to invest. In particular, investors should consider the risk factors that could affect FMP's performance (including those set out under the heading "What are my risks?" on pages 6 to 7, particularly with regard to their personal circumstances. Investors who are in any doubt as to the action they should take, should consult their stockbroker,

solicitor, accountant or other financial adviser before deciding to invest.

FMP is an early stage business and an investment and it is inherently risky and will not suit all investors. Should you have any doubts about the risk or suitability you should contact your legal, accounting or investment advisors.

2. Name and address of offeror

The Offeror of the first 7 million existing B shares at 1 cent each is Antone Thomas (Christopher) Pedras. (hereafter referred to as “Chris”).

The issuer of the 10 million new B shares at one dollar each is the company FMP Medical Services Limited.

The business address of the issuer or offeror is the same being Unit J., 18-20 Tamariki Avenue, Orewa, Auckland 0946, New Zealand.

The issuer will receive \$70,000 consideration for the 7 million shares Chris is offering.

3. Details of incorporation of issuer

The issuer was incorporated under the Companies Act 1993 on 17 July 2013 with registration number 4550878. A public file relating to the incorporation of the issuer has kept at Unit J, 8-20 Tamariki Avenue, Orewa, Auckland 0946, New Zealand.

4. Principal subsidiaries of issuer

The issuer has no subsidiaries.

5. Names, addresses, and other information

The company has one director, Chris (Antone Thomas Pedras) whose residential address is 8 Greyfort Road, Silverdale, Orewa. He is not currently an employee of the issuer but will be employed as the managing director once this offer is completed.

The director is the promoter of the securities being offered.

The issuer, director and/or promoter has not been adjudged bankrupt or insolvent or convicted of a crime involving dishonesty or prohibited from acting as a director of a company or been placed in statutory management, voluntary administration, liquidation or receivership. Chris has been director of several companies that have been struck off the NZ companies register for reasons unrelated to insolvency.

The issuer has not appointed an auditor.

The company solicitor involved in preparation of this Prospectus is Michael Hunwick of Hunwick Law Limited of Hamilton assisted by David Hayes Barrister.

There is no underwriter to this issue of securities.

6. Restrictions on directors' powers

There are no restrictions on the powers of the directors under the Constitution as at the date of the issue of this Prospectus.

7. Substantial equity security holders of issuer

The director holds 7,000,100 shares in the issuer.

Chris does not undertake any liability whatsoever in respect of the securities being offered

8. Description of activities of issuing group.

The issuer has only been recently been incorporated and has not commenced trading and therefore no activities have occurred.

There are no assets held by members of the issuer except the \$100 owed by Chris for the A shares.

The assets are not subject to any obligations in favour of any other person.

The company has issued seven million shares to the director for a consideration of 1 cent each payable to the company when he distributes them as part of this share offer. However, if any of these shares remain unpaid the company has the right to cancel the shares. The shares are

held in the director's personal name but cannot participate in dividends until paid up.

9. Summary financial statements

The issuer has not traded so there are no financial statements. The only transaction is the receipt of \$100 for the 100 A shares.

10. Prospects and forecasts

The director is enthusiastic about the prospects and believes the trading prospects of the issuing group will be good. The purpose of the offer of securities is to provide financing to plan for, and set up, a chain of dialysis clinics in New Zealand and elsewhere. This will involve strategic planning, setting up a management structure, arranging ongoing financing of all sorts, leasing and/or purchasing premises and installing various numbers of treatment chairs in each clinic. Nursing staff will need to be employed to conduct the dialysis.

The director considers the financial benefits of the project will be beneficial to the company. After this offer, further regular requirements for capital are necessary to increase the size of the business activity.

What is dialysis?

It is a medical procedure used in patients with kidney failure.

There are two main types of dialysis: hemodialysis and peritoneal dialysis. Each removes wastes and excess water from the blood in different ways but we are only concerned with Hemodialysis. Hemodialysis removes wastes and water by circulating blood outside the body through a dialyzer, the medical equipment that contains a special membrane. The blood flows in one direction and the dialysate fluid flows in the opposite direction. The counter-current flow of the blood and dialysate maximizes the concentration gradient of solutes between the blood and dialysate, which helps to remove more urea and creatinine from the blood. The concentrations of solutes (for example potassium, phosphorus, and urea) are undesirably high in the blood, but low or absent in the dialysis solution, and the constant circulation of clear dialysate fluid ensures that the concentration of undesired solutes is kept low on the non blood side of the membrane. The dialysis solution has low levels of minerals like potassium and calcium that are similar to their natural concentration in healthy blood. Another solution may contain for example bicarbonate, and the dialysis solution level is set at a slightly higher level than in normal blood, to encourage diffusion of bicarbonate into the blood, to act as a pH

buffer to neutralize the metabolic acidosis that is often present in these renal patients. The levels of the components of dialysate are typically prescribed by a nephrologist according to the needs of the individual patient.

In hemodialysis, the patient's blood is pumped through the blood compartment of a dialyzer, that the machines the company will be purchasing, exposing it to a partially permeable membrane. The dialyzer is devised of thousands of microscopic synthetic hollow fibers. The fiber wall acts as the semipermeable membrane so that blood flows through the fibers, dialysis solution flows around the outside of the fibers, and water and wastes move between these two solutions in small quantities. Dialysis works on the principles of the dilution of soluble minerals and fine filtration of fluid across a barely permeable membrane. Diffusion is a property of substances in water; and means that substances in water naturally move from an area of high concentration to an area of low concentration. This blood flows by one side of a semi-permeable membrane and a special dialysis fluid, flows by the opposite side. A barely permeable membrane is a thin layer of material that contains holes of various sizes. Smaller soluble minerals and fluid pass through the membrane, but the membrane blocks the passage of larger substances (for example, red blood cells, large proteins). This copies the filtering process that takes place in the kidneys.

The cleansed blood is then returned to the patient via the dialyzer back into the body. Increased filtration occurs by increasing the liquid hydrostatic pressure across the dialyzer membrane. This usually is done by applying a negative pressure to the dialysate compartment of the dialyzer. This pressure differential causes water and dissolved waste to move from blood to dialysate, and allows the removal of several litres of excess fluid during a typical 3 to 5 hour treatment. Ahmad S, Misra M, Hoenich N, Daugirdas J. Hemodialysis Apparatus. In: *Handbook of Dialysis*. 4th ed. New York, NY; 2008:59-78.

Apparently in the US, hemodialysis treatments are typically given in a dialysis center three times per week as a result of the US Medicare reimbursement rules. However, studies have demonstrated the clinical benefits of increasing the use of dialyzing 5 to 7 times a week, for 6 to 8 hours, so that could be an area for growth. This type of hemodialysis is usually called "nocturnal daily hemodialysis", which a study has shown a significant improvement in both small and large molecular weight clearance and decrease the requirement of taking phosphate binders. These frequent long treatments are often done at home while sleeping, but home

dialysis is a flexible method and schedules can be changed day to day, week to week to suit the patient. In general, studies have shown that both increased treatment length and frequency are clinically beneficial. (Rocco MV. More frequent hemodialysis: back to the future? In: *Advances in Chronic Kidney Disease*. Volume 14, issue 3; 2007:e1-9.)

Special trade factors and risks.

General

This is a new privately funded project and is the type of activity normally the domain of the public health system. Its viability will depend upon the success of several factors, including having to complete and maintain contracts with the public health system and health insurers. There is a risk the equipment purchased may become outdated by advances in medical science or new and cheaper treatment methods may become available. There may be insufficient users of the equipment. There are governmental and regulatory risks which include the Government introducing a policy to provide the same services itself or there may be governmental budget cuts reducing payments or demand. Whilst management will put systems in place to avoid disease risks associated with handling blood products, it is possible an infection event could discourage users thereby reducing turnover substantially or the centres may have to close. Staffing risks are in obtaining suitable numbers of qualified staff to perform the procedures and any possible wage increase demands.

Capital Injections

Growth will be dependent upon further capital injections from high net worth individuals. There is a risk these opportunities may not eventuate limiting expansion and profitability. Should this investment offer not raise more than the minimum amount the project will rely upon locating and obtaining such investment from other parties.

One Director

Unusually for an issuing company, there is only one director. It follows the continuity of the project depends upon his business acumen and administrative abilities to move the project forward. The Director believes he has the unique business background to fill the role and take the investment and increase it. The director's business experience has been earned, for the most part, in the United States. He has had a diverse business background. One of his business ventures was a chain of nightclubs in Hawaii which he initially had a share of and eventually became the hundred percent owner of the chain which he subsequently sold for a profit.

The director was subsequently involved in the banking industry and in particular with the automatic teller machine (“ATM”) part of the industry that commenced in the United States in about 1985. He started with 5 ATMs and developed a network having 368 ATMs in Hawaii. He then created his own armoured car service and subsequently sold both activities to the Bank of America for a multi-million-dollar sum.

He was also involved in setting up a banking business in Tonga (where his wife comes from) and obtained a commercial banking license which successfully brought investment money into Tonga. Unfortunately, due to various corrupt individuals on the island, moves were made to remove the license and various legal actions were commenced to that end. Some clients lost money, but he personally saw to it that they were repaid, and this took him about three years.

Being an American, he has a litigious attitude which may appeal to some investors, but not to others. As can be seen on the Internet, he currently has a disgruntled former agent trying to obtain money from him by publicly asserting he owes this gentleman some fees, but without cause. This individual has never taken legal proceedings against Chris even though Chris has assets in the United States. The Financial Markets Authority has placed a warning against a group of companies (Maxum Gold) he was involved with on the basis they may not have complied with the Financial Service Providers Register. He caused his advisors to write to the FMA telling them he was not providing any such services through those companies. No enforcement action has been taken for any breach of any laws or regulations.

The Companies Office records him as director of several companies that had been struck off the NZ companies register. No liquidation of these companies has occurred.

Most recently, he has been an investment manager for private investors outside New Zealand.

Chris believes his past experience demonstrates his abilities and credibility to move this investment into profit.

11. Provisions relating to initial flotation’s and minimum subscription

This is the first offer of securities in the company to the public. The director has commenced

planning for the dialysis project including researching the market and costing exercises. In the next 12 months the director proposes to use the proceeds of the sale to set up a corporate structure and employ persons with the required expertise and then arrange for the lease or purchase of various premises and organise their setup as dialysis clinics. He will also complete negotiations on contracts to purchase the dialysis services. Financing of these activities will come from the proceeds of this offer, in addition to procuring financing with as yet unidentified high net worth individuals who will invest directly in the company (not part of this offer) and the company may make further public share offerings to fund these activities.

The proceeds of this offer may, despite these plans, all or part, be applied to another purpose should the director so chose.

The director has not included prospective financial statements on the basis that it is not practicable to formulate reasonable assumptions on which to base the statements in particular because this is a new type of business, the amount of capital raised may vary the scale of the company's activities. It is also not reasonably predictable how much will be paid for the services and how many users can be expected given this is a green fields venture.

For the purposes of the Securities Act requirements the minimum amount that must be raised in the opinion of the director is \$70,000.

12. Acquisition of business or subsidiary

The issuer has not acquired a business or subsidiary.

13. Securities paid up otherwise than in cash

There are no securities paid up otherwise than in cash.

14. Options to subscribe for securities of issuing group

No options have been issued.

15. Appointment and removal of directors

The method by which the director may be appointed or removed is to be found in the Constitution and is not materially different from that specified and the Companies Act 1993.

However, as the director holds the only voting shares in the company, you should be aware that Chris has the absolute control of the appointment and removal of a director, and so shareholders will not be able to change the director.

16. Interested persons

The director will not be paid director's fees as his services will be remunerated by way of salary set at market rates.

17. Material contracts

The issuer has not entered into any contracts with the director's interests. However, it will enter into a contract of employment in due course with the director and pay a salary commensurate with his role at market rates.

18. Pending proceedings

There are no pending legal proceedings against the issuing group.

19. Preliminary and issue expenses

There are no preliminary expenses payable by the company. These expenses are being paid for by the director.

There is no commission payable on the sale of the existing B shares. There may be commission payable on the sale of the new B shares up to 5% of the value of the share. The commission is not payable when an investor subscribes directly with the Company pursuant to this Prospectus, but commission may be paid when a third party introduces a subscriber to the offer. This means the maximum potential commission payable would be \$500,000.

20. Restrictions on issuing group

There are no restrictions on the issuing group with regard to its ability to make a distribution of profits. A distribution can be made at any time by the company provided it satisfies the solvency test. A dividend may be paid out of capital should insufficient revenue be available. The distribution of profits will be 30% to the A shares and 70% between the B shares on issue.

There are no restrictions on the issuing group with regard to borrowing money.

The issuing group has not entered into any contract deed or undertaking in respect of borrowing or the making of distributions.

21. Other terms of offer and securities

This offer is made on the terms set out in this document. All investments carry risks and you should seek advice from an appropriately qualified advisor to assess the investment in terms of your risk profile. The director or any party associated with this offer does not guarantee to repay your subscription in this share offer. The risk of the subscription amount and any returns is entirely yours.

Requirements in respect of financial statements

22. Financial statements requirements apply only if member of group has commenced business.

The issuing group has not commenced business so no financial statements are required.

23. Financial statements

Not applicable

24. Additional interim financial statements

Not applicable

Miscellaneous requirements

25. Places of inspection of documents

Documents may be inspected during business hours at the offices of FMP Medical Services Limited at Unit J, 18-20 Tamariki Avenue, Orewa.

26. Other material matters

None known.

27. Director's statement

The director certifies that in his opinion there are no material changes that will affect the trading and profitability of the issuing group, the value of its assets or the ability to pay any liabilities due within the next 12 months, or between the date of incorporation and the date of

him signing the Prospectus.

28. Auditor's report

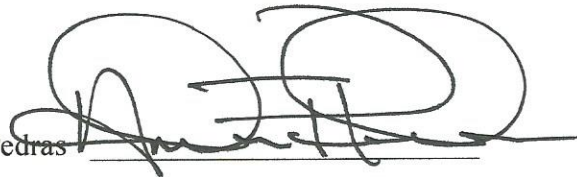
There is no auditor's report as there is no prospective profit forecast or financial statements.

This offer document is dated 26 August 2013.

A copy of this offer document has been registered with the Registrar of Financial Service Providers on 26 August 2013 signed by the director of FMP Medical Services Limited.

Dated: 26 August 2013

Signature of Director - Antone Thomas Pedras

A handwritten signature in black ink, appearing to read 'Antone Thomas Pedras', written over a horizontal line. The signature is stylized with large loops and a long horizontal stroke at the end.

APPLICATION INSTRUCTION, TERMS AND FORM

Applications for subscription must be made on the application form accompanying this offer document.

Applications for non-incorporated bodies should be made in the name of a natural person. Applications for minors, trusts, partnerships or estate's to be made in the name of one individual.

An application for an incorporated body should refer to that body, e.g., a limited company incorporated society.

Application should be for a minimum of 20,000 new B shares.

All applications and payments must be dated and received not earlier than five working days after the date the Prospectus was registered.

The completed application form together with a payment for the full amount applied for should be sent or delivered to “FMP Medical Services Limited Share Offer” C/- FMP Medical Services Limited at Unit J, 18-20 Tamariki Avenue, Orewa.

A subscriber may direct credit be a payment amount to the following bank account:

FMP Medical Services Limited – Trust Account
Westpac
Account No.: 03-0389-0762483-025

The money deposited in that bank account will be held on trust until the minimum subscription is reached.

This application constitute an irrevocable offer by you to acquire the shares defined in this application form on the terms and conditions set out in the offer document and this application form. The company reserves the right to decline any application in whole or in part without giving any reason. Money received in respect of the application may be declined in whole or part and will be refunded in whole or in part (as the case may be) within five business days after allocation of shares or after an application has been declined. No interest will be paid on such refunds.

The company will issue statements for the shares as soon as practicable after allocation.

If the application form was not completed correctly or if the accompanying payment is for the wrong amount, that application may be treated as invalid. The company's decision as to whether to treat an application as valid or invalid and how to construe, amend, or complete the application shall be final.

The decision on the number of shares to be allocated by the company to an applicant will also be final. No applicant will be treated as having offered to purchase more than the number of shares indicated on the application form. Application money will be banked upon acceptance of the application. If application money is paid by a cheque or bank transfer that does not clear, that application may be rejected or the allocation made to the applicant may be cancelled.

Expressions used in the application form have the same meaning as the Investment Statement and Prospectus.

By signing or authorising the return their agent to sign this application form, you acknowledge that this application form was distributed to you along with a copy of the offer document and that you have read the offer document being the Investment Statement and Prospectus.

APPLICATION FORM

This application form is to subscribe for shares in FMP Medical Services Limited offered under the offer documents dated 26 August 2013 which are attached to this document.

After completion, please send this form to:

“FMP Medical Services Limited Share Offer”
C/- FMP Medical Services Limited
Unit J,
18-20 Tamariki Avenue,
Orewa.

PLEASE USE BLOCK LETTERS

Full legal name	
Date of Birth	
Postal address	
Residential address (if different)	
Contact details Telephone numbers Email	
Number of shares applied for (min 20,000)	
Payment amount for shares	
Dividend payment details. Bank account number for payment of dividends	

IMPORTANT NOTICE

ANTI MONEY LAUNDERING AND SUPPORTING TERRORISM PROVISIONS

No money can be accepted without the provision by you of adequate identification

consistent with policies and procedures of the company.

By making this application you authorize the company or its agents to make all enquiries necessary for the company to comply with the Anti-Money Laundering and Countering Financing of Terrorism Act 2009. This includes confirming your name, address and date of birth using all methods available, and may extend to other information if required.

Privacy Act 1993

By making this application, you authorize the company to release any information we hold about you to any other party and you authorize any other entity we may enquire of to release information to the company for the purposes of confirming identity and any other information the company believes is needed for compliance with the Anti-Money Laundering and Countering Financing of Terrorism Act 2009.

Declaration

I/we hereby apply for the number of shares shown above and agree to accept such shares as may be allotted on and subject to the terms and conditions set out in the offer document dated 26 August 2013 and as are set out in the application instructions above.

We declare that all the details of statements made by me/us in this application form are complete and accurate.

Signature of Applicant _____

Date _____, 2013